

EXHIBIT E

MONTHLY FEE STATEMENTS



THOMAS O. KELLY III
(612) 492-6029
FAX (612) 340-2868
kelly.tom@dorsey.com

August 21, 2012

VIA FEDERAL EXPRESS

Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104
Attn: Larren M. Nashelsky, Gary S. Lee and
Lorenzo Marinuzzi

Office of the United States Trustee
for the Southern District of New York
33 Whitehall Street, 21st Floor
New York, NY 10004
Attn: Tracy Hope Davis, Linda A. Riffkin,
and Brian S. Masumoto

Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036
Attn: Kenneth H. Eckstein and
Douglas H. Manna

Kirkland & Ellis
601 Lexington Avenue
New York, NY 10022
Attn: Richard M. Cieri and Ray C. Schrock

Skadden, Arps, Slate, Meagher & Flom LLP
4 Times Square
New York, New York 10036
Attn: Kenneth S. Ziman and
Jonathan H. Hofer

Re: ***In re Residential Capital, LLC, et al.***
Case No. 12-12020

Dear Counsel:

Pursuant to the Court's July 17, 2012 *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the "Order"), enclosed please find Dorsey & Whitney LLP's monthly fee statements for the periods May 14, 2012 through May 31, 2012, June 1, 2012 through June 30, 2012, and July 1, 2012 through July 31, 2012 (the "Statements"), which were served with a copy of this on the parties listed in paragraph (a) of the Order, on August 21, 2012.

In the absence of a timely objection, the Debtors shall pay \$286,283.13, consisting of the sum of (a) \$284,018.26, an amount equal to 80% of the fees (\$284,018.26 = \$355,022.83 x 0.80) and (b) 100% of the expenses (\$2,264.87) being requested in the Statement.



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Objections to the Statement are due by September 9, 2012.

Sincerely,

A handwritten signature in black ink, appearing to read "Thomas O. Kelly III", written over the word "Sincerely,".

Thomas O. Kelly III

Encl.
cc: Tammy Hamzehpour



MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap
Attn: Tammy Hamzehpour
1100 Virginia Drive
Fort Washington, PA 19034

August 9, 2012
Invoice No. 1815675

Client-Matter No.: 479140-00003
ResCap Treasury General

For Legal Services Rendered Through July 31, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$1,754.50
Less 10% Discount	-\$175.45
Total For Current Legal Fees	\$1,579.05
Total For Current Disbursements and Service Charges	\$6.25
Total For Current Invoice	\$1,585.30

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:
Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

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August 9, 2012
Invoice No. 1815675

Client-Matter No: 479140-00003

ResCap Treasury General

For Legal Services Rendered Through July 31, 2012

07/02/12	T. Kelly	163.50	0.30	1	Review question regarding servicing receivables and email with T. Goran regarding same
07/02/12	T. Kelly	54.50	0.10	1	Review notice to creditors
07/09/12	T. Kelly	218.00	0.40	1	Participate in conference call regarding collateral analysis
07/09/12	T. Kelly	163.50	0.30	1	Review Aurelius Capital Management letter regarding collateral analysis
07/10/12	T. Kelly	54.50	0.10	1	Review third priority purchase and sale agreement regarding excluded assets
07/10/12	T. Kelly	109.00	0.20	1	Telephone conference with T. Goren regarding third priority purchase and sale agreement regarding excluded assets
07/11/12	T. Kelly	54.50	0.10	3	Review control account

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August 9, 2012

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					terminations and amendments regarding bank accounts being closed
07/11/12	T. Kelly	54.50	0.10	3	Review emails regarding control account terminations and amendments regarding bank accounts being closed
07/12/12	T. Kelly	54.50	0.10	3	Emails with R. Bluhm regarding control agreement, terminations and amendments
07/16/12	S. Iannacone	308.00	1.10	27	Correspond with servicers and Barclays' counsel regarding servicing acknowledgment letters
07/16/12	T. Kelly	54.50	0.10	3	Review direction letter and related documents for closing of Deutsche Bank account
07/16/12	T. Kelly	54.50	0.10	3	Email to R. Bluhm regarding same
07/17/12	S. Iannacone	84.00	0.30	27	Correspond with Wells Fargo regarding servicer acknowledgment letter
07/17/12	T. Kelly	163.50	0.30	2	Review T. Goren email and related materials regarding RFC asset sale and reply to same
07/17/12	T. Kelly	54.50	0.10	2	Follow-up emails regarding same
07/17/12	T. Kelly	54.50	0.10	3	Review revisions to DB blocked account termination documents
07/25/12	T. Kelly	54.50	0.10	3	Telephone conference with J. Ruckdaschel regarding independent director requirements
Total Hours			3.90		

Subtotal for Legal Fees

\$1,754.50

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Page 3

Less 10% Discount **-\$175.45**

Total for Legal Fees **\$1,579.05**

Disbursements and Service Charges

Local Authority Search - Companies House Services May 12 6.25

Total for Disbursements and Service Charges **\$6.25**

Total This Invoice **\$1,585.30**

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
S. Iannacone	Associate	1.40	280.00	392.00
T. Kelly	Partner	2.50	545.00	1,362.50
Total all Timekeepers		3.90		1,754.50

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STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap
Attn: Tammy Hamzehpour
1100 Virginia Drive
Fort Washington, PA 19034

August 9, 2012
Invoice No. 1815665

Client-Matter No.: 479140-00003
ResCap Treasury General

For Legal Services Rendered Through June 30, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$6,970.00
Less 10% Discount	-\$697.00
Total For Current Legal Fees	\$6,273.00
Total For Current Disbursements and Service Charges	\$19.19
Total For Current Invoice	\$6,292.19

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STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

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Attn: Tammy Hamzehpour
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August 9, 2012
Invoice No. 1815665

Client-Matter No: 479140-00003

ResCap Treasury General

For Legal Services Rendered Through June 30, 2012

06/04/12	E. Hulsebos	636.00	2.40	3	Verify direction letter and notices of termination for accuracy
06/04/12	S. Iannacone	196.00	0.70	3	Review credit agreement
06/04/12	S. Iannacone	336.00	1.20	3	Draft servicer acknowledgment letters
06/04/12	T. Kelly	163.50	0.30	3	Review draft direction letter regarding control agreement termination notices and emails regarding same
06/05/12	E. Hulsebos	212.00	0.80	3	Review multiple notices of termination
06/05/12	S. Iannacone	140.00	0.50	3	Draft servicer acknowledgement letters
06/05/12	S. Iannacone	56.00	0.20	3	Correspond with J. Pierce regarding servicer acknowledgement letters

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06/05/12 T. Kelly	109.00	0.20	3	Review side letter regarding bank account termination
06/05/12 T. Kelly	54.50	0.10	3	Email to J. Ruhlin, H. Anderson, and R. Bluhm regarding same
06/05/12 T. Kelly	54.50	0.10	3	Forward comments to T. Bundrant
06/05/12 T. Kelly	54.50	0.10	3	Review emails regarding termination notices and related documents
06/06/12 S. Iannacone	588.00	2.10	27	Draft servicer acknowledgment letters
06/06/12 S. Iannacone	56.00	0.20	27	Circulate servicer acknowledgment letters to the various servicers
06/06/12 T. Kelly	109.00	0.20	3	Emails regarding execution of bank account side letter
06/07/12 S. Iannacone	84.00	0.30	27	Correspond with servicers regarding servicer acknowledgment letters
06/08/12 K. Constantine	175.50	0.30	18	Analyze defendant claims regarding effect of bankruptcy filings
06/11/12 S. Iannacone	224.00	0.80	27	Draft servicing acknowledgment letters
06/11/12 S. Iannacone	56.00	0.20	27	Circulate servicing acknowledgment letters
06/12/12 S. Iannacone	56.00	0.20	27	Correspond with servicers regarding servicing acknowledgment letters
06/13/12 E. Hulsebos	556.50	2.10	27	Review statute and commentary on mortgage transfer disclosure
06/13/12 S. Iannacone	700.00	2.50	27	Revise servicing acknowledgment

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					letters
06/13/12	S. Iannacone	224.00	0.80	27	Correspond with Barclay's counsel and various servicers regarding servicing acknowledgment letters
06/13/12	T. Kelly	54.50	0.10	27	Telephone conference with J. Ruckdaschel regarding transfer notice for DIP loans
06/13/12	T. Kelly	54.50	0.10	27	Review emails regarding same
06/13/12	T. Kelly	109.00	0.20	27	Conferences, emails with E. Hulsebos regarding same
06/13/12	T. Kelly	54.50	0.10	27	Email J. Ruckdaschel regarding same
06/14/12	E. Hulsebos	79.50	0.30	27	Review statutory section and email with T. Kelly regarding requirements of notice under mortgage transfer disclosures
06/14/12	S. Iannacone	84.00	0.30	27	Correspond with Barclay's counsel regarding servicing acknowledgment letters
06/14/12	S. Iannacone	168.00	0.60	27	Correspond with various servicers regarding servicing acknowledgment letters
06/14/12	T. Kelly	54.50	0.10	27	Review and respond to email to regarding investor code in DIP loan
06/15/12	S. Iannacone	224.00	0.80	27	Correspond with various servicers regarding servicing acknowledgment letters
06/17/12	T. Kelly	54.50	0.10	1	Review B. Westbrook email regarding 2011 RFOC transaction
06/17/12	T. Kelly	54.50	0.10	27	Review and respond to emails regarding Wells subservicing

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August 9, 2012
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					arrangement
06/18/12	S. Iannacone	364.00	1.30	27	Correspond with RFC and various servicers regarding servicing acknowledgment letters
06/18/12	T. Kelly	109.00	0.20	27	Conference with S. Iannacone, H. Anderson and D. Meier regarding subservicing question
06/19/12	S. Iannacone	84.00	0.30	27	Correspond with BB&T regarding servicing acknowledgment letter
06/19/12	T. Kelly	163.50	0.30	1	Review materials regarding CP-5 termination
06/20/12	S. Iannacone	196.00	0.70	27	Correspond with BB&T and PNC regarding servicing acknowledgment letters
06/20/12	T. Kelly	54.50	0.10	1	Review emails regarding bank account transfer documents
06/20/12	T. Kelly	54.50	0.10	1	Review and reply to T. Farley email regarding CP-5 termination
06/25/12	S. Iannacone	112.00	0.40	27	Correspond with Skadden and servicers regarding servicer acknowledgment letters
Total Hours		22.50			

Subtotal for Legal Fees \$6,970.00

Less 10% Discount -\$697.00

Total for Legal Fees \$6,273.00

Disbursements and Service Charges

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August 9, 2012
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Overnight Delivery Charges 19.19

Total for Disbursements and Service Charges \$19.19

Total This Invoice \$6,292.19

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
E. Hulsebos	Associate	5.60	265.00	1,484.00
S. Iannacone	Associate	14.10	280.00	3,948.00
K. Constantine	Partner	0.30	585.00	175.50
T. Kelly	Partner	2.50	545.00	1,362.50
Total all Timekeepers		22.50		6,970.00

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap
Attn: Tammy Hamzehpour
1100 Virginia Drive
Fort Washington, PA 19034

August 9, 2012
Invoice No. 1815664

Client-Matter No.: 479140-00003
ResCap Treasury General

For Legal Services Rendered Through May 31, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$11,960.50
Less 10% Discount	-\$1,196.05
Total For Current Legal Fees	\$10,764.45
Total For Current Disbursements and Service Charges	\$81.48
Total For Current Invoice	\$10,845.93

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Attn: Tammy Hamzehpour
1100 Virginia Drive
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August 9, 2012
Invoice No. 1815664

Client-Matter No: 479140-00003

ResCap Treasury General

For Legal Services Rendered Through May 31, 2012

05/14/12 N. Hine	252.00	1.20	2	Collate signature pages of all transaction documents, to create full final versions, for both Viaduct and Flume transactions to send to parties for records
05/14/12 T. Kelly	545.00	1.00	27	Emails regarding eighth amendment issues
05/14/12 T. Kelly	490.50	0.90	27	Review Ally DIP/cash collateral order regarding amendment issues
05/14/12 T. Kelly	109.00	0.20	27	Conference with D. Linley, T. Bundrant regarding Ally/DIP cash collateral order
05/14/12 T. Kelly	163.50	0.30	27	Conference with M. Scarseth, J. Ruhlin, W. Nolan, H. Anderson and R. Newman regarding Ally/DIP cash collateral order

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05/14/12	T. Kelly	272.50	0.50	27	Prepare mark-up of Ally/DIP cash collateral order
05/14/12	T. Kelly	109.00	0.20	27	Telephone conference with T. Bundrant regarding eighth amendment
05/15/12	E. Detlefsen	318.50	1.30	19	Research effect of automatic stay on regulatory actions
05/15/12	E. Hulsebos	79.50	0.30	4	Attend weekly legal update call
05/15/12	E. Hulsebos	159.00	0.60	27	Review docket for motions to keep various loan agreements in place
05/15/12	S. Iannacone	224.00	0.80	27	Review BMMZ repurchase agreement payoff letter
05/15/12	S. Iannacone	84.00	0.30	4	Attend weekly legal update conference call
05/15/12	T. Kelly	272.50	0.50	27	Review eighth amendment to DIP facility regarding proposed compromise
05/15/12	T. Kelly	109.00	0.20	27	Emails regarding same
05/15/12	T. Kelly	218.00	0.40	1	Research and emails regarding inclusion of servicing fees and interest in primary collateral
05/15/12	T. Kelly	163.50	0.30	27	Revise and distribute eighth amendment
05/15/12	T. Kelly	163.50	0.30	4	Participate in weekly update telephone conference
05/16/12	E. Detlefsen	98.00	0.40	19	Telephone conference with and email B. Smith regarding automatic stay research
05/16/12	E. Hulsebos	397.50	1.50	27	Review debtor in possession facility and the eighth amendment to the line of credit facility to

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August 9, 2012
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					compare provisions on ERISA.
05/16/12	S. Iannacone	196.00	0.70	27	Finalize payoff letter and attachments
05/16/12	T. Kelly	218.00	0.40	27	Review revisions to eighth amendment
05/16/12	T. Kelly	109.00	0.20	27	Email to Ally with comments on eighth amendment
05/16/12	T. Kelly	54.50	0.10	27	Review emails regarding BMMZ termination, board approvals, Fannie early advance facility
05/16/12	T. Kelly	54.50	0.10	27	Email revisions to eighth amendment to J. Ruhlin, H. Anderson, R. Newman, M. Scarseth and T. Goren
05/21/12	E. Hulsebos	212.00	0.80	1	Begin reviewing agreements regarding release of liens from Ginnie Mae
05/21/12	T. Kelly	163.50	0.30	1	Review and respond to emails regarding third priority lien release procedures for loan sale
05/21/12	T. Kelly	381.50	0.70	27	Telephone conference with C. Hoyt, K&E, and T. Goren regarding eighth amendment issues
05/21/12	T. Kelly	109.00	0.20	27	Draft revised language regarding same
05/21/12	T. Kelly	54.50	0.10	27	Conference with E. Hulsebos regarding backup memorandum regarding same
05/21/12	T. Kelly	218.00	0.40	2	Telephone conference with J. Ruckdaschel, T. Goren, W. Nolan, and M. Anally regarding loan sale

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05/22/12	E. Hulsebos	927.50	3.50	1	Review revolver loan agreement, first priority security agreement, third priority security agreement, line of credit loan agreement, line of credit security agreement, and debtor in possession order
05/22/12	E. Hulsebos	954.00	3.60	1	Draft memorandum regarding release of Ginnie Mae collateral from revolver loan agreement, first priority security agreement, third priority security agreement, line of credit loan agreement, line of credit security agreement, and debtor in possession order
05/22/12	T. Kelly	54.50	0.10	1	Conference with E. Hulsebos regarding loan sale lien release memorandum
05/22/12	T. Kelly	54.50	0.10	1	Emails with T. Goren regarding lien release memorandum
05/22/12	T. Kelly	272.50	0.50	1	Draft loan sale lien release memorandum
05/22/12	T. Kelly	54.50	0.10	1	Telephone conference with J. Ruhlin regarding lien release memorandum and eighth amendment
05/23/12	E. Hulsebos	159.00	0.60	1	Review junior indenture
05/23/12	E. Hulsebos	159.00	0.60	1	Revise memorandum on Ginnie Mae
05/23/12	K. Constantine	175.50	0.30	1	Conference with T. Kelly regarding impact of bankruptcy filing and legal opinions under indenture
05/23/12	T. Kelly	436.00	0.80	1	Revise memorandum regarding

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August 9, 2012
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					release mechanics
05/23/12	T. Kelly	272.50	0.50	1	Conferences with E. Hulsebos, T. Goren and J. Ruckdaschel regarding same
05/23/12	T. Kelly	109.00	0.20	1	Emails with T. Goren regarding memorandum regarding release mechanics
05/24/12	T. Kelly	272.50	0.50	1	Finalize memorandum regarding lien releases in connection with asset sales
05/24/12	T. Kelly	272.50	0.50	27	Review revised draft of eighth amendment
05/24/12	T. Kelly	109.00	0.20	27	Emails with J. Ruhlin, T. Goren, M. Scarseth and R. Newman regarding eighth amendment
05/24/12	T. Kelly	218.00	0.40	27	Revise eighth amendment
05/24/12	T. Kelly	109.00	0.20	1	Distribute memorandum regarding lien releases in connection with asset sales
05/24/12	T. Kelly	163.50	0.30	27	Conferences with J. Ruhlin, T. Goren, M. Scarseth and R. Newman regarding eighth amendment
05/24/12	T. Kelly	54.50	0.10	27	Forward eighth amendment to Ally, counsel for review
05/25/12	T. Kelly	381.50	0.70	27	Finalize eighth amendment
05/25/12	T. Kelly	163.50	0.30	11	Review settlement and plan support agreement
05/31/12	E. Hulsebos	265.00	1.00	27	Draft notice of borrowing
05/31/12	E. Hulsebos	106.00	0.40	27	Email notice of borrowing to R. Newman, H. Anderson and T.

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ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



GMAC ResCap
Client-Matter No.: 479140-00003
Invoice No.: 1815664

August 9, 2012
Page 6

					Kelly
05/31/12	T. Kelly	54.50	0.10	27	Emails regarding LOC DIP borrowing request
05/31/12	T. Kelly	54.50	0.10	27	Conferences with E. Hulsebos regarding same
05/31/12	T. Kelly	54.50	0.10	27	Draft borrowing request
05/31/12	T. Kelly	54.50	0.10	3	Email regarding termination of Bank of America control agreements

Total Hours 31.10

Subtotal for Legal Fees \$11,960.50

Less 10% Discount -\$1,196.05

Total for Legal Fees \$10,764.45

Disbursements and Service Charges

Taxi Charges 81.48

Total for Disbursements and Service Charges \$81.48

Total This Invoice \$10,845.93

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
N. Hine	Trainee	1.20	210.00	252.00
E. Detlefsen	Associate	1.70	245.00	416.50

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GMAC ResCap
Client-Matter No.: 479140-00003
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August 9, 2012
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Timekeeper	Class	Hours	Billed Rate	Amount
E. Hulsebos	Associate	12.90	265.00	3,418.50
S. Iannacone	Associate	1.80	280.00	504.00
K. Constantine	Partner	0.30	585.00	175.50
T. Kelly	Partner	13.20	545.00	7,194.00
Total all Timekeepers		31.10		11,960.50

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap
Attn: Tammy Hamzehpour
General Counsel, Mortgage Operations
1100 Virginia Drive
Fort Washington, PA 19034

August 9, 2012
Invoice No. 1815822

Client-Matter No.: 479140-00004
Broker-Dealer Regulatory Advice

For Legal Services Rendered Through June 30, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$12,165.00
Less 10% Discount	-\$1,216.50
Total For Current Legal Fees	\$10,948.50
Total For Current Invoice	\$10,948.50

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Mailing Instructions:
Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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MINNEAPOLIS OFFICE
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GMAC ResCap
Attn: Tammy Hamzehpour
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August 9, 2012
Invoice No. 1815822

Client-Matter No: 479140-00004

Broker-Dealer Regulatory Advice

For Legal Services Rendered Through June 30, 2012

06/14/12	B. MacKenzie	287.50	0.50	3	Telephone conference with J. Ruchsdaschel and M. Wulf with C. Sawyer regarding resale of deficiency accounts for third parties and broker-dealer registration and licensing issues
06/18/12	M. Collins Zhao	122.50	0.50	3	Review case law for background on definition of "security" under federal law
06/18/12	C. Sawyer	402.50	0.70	3	Telephone conference with B. MacKenzie, J. Ruckdaschel, M. Woehr and personnel of ETS regarding brokerage agreement with holder of charged off notes and nature of potential purchasers
06/18/12	C. Sawyer	57.50	0.10	3	Research regarding brokerage of charge offed notes

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GMAC ResCap
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August 9, 2012
Page 2

06/18/12	B. MacKenzie	575.00	1.00	3	Telephone conference with C. Sawyer, J. Ruckdaschel, M. Woehr and personnel of ETS regarding brokerage agreement with holder of charged off notes and nature of potential purchasers
06/19/12	M. Collins Zhao	759.50	3.10	3	Research whether proposed sale of distressed notes on behalf of E*trade is likely to be considered a sale of securities under federal law
06/19/12	C. Sawyer	862.50	1.50	3	Revise brokerage agreement for charge-offs
06/19/12	B. MacKenzie	57.50	0.10	3	Review email from M. Woehr regarding state law issues
06/19/12	B. MacKenzie	230.00	0.40	3	Review template agreement with C. Sawyer mark-ups
06/20/12	M. Collins Zhao	980.00	4.00	3	Draft memorandum requesting distressed notes as securities sales
06/20/12	M. Collins Zhao	98.00	0.40	3	Conference with B. MacKenzie regarding memorandum
06/20/12	M. Collins Zhao	1,004.50	4.10	3	Research whether proposed sale of distressed notes on behalf of E*trade is sale of securities under federal law
06/20/12	B. MacKenzie	230.00	0.40	3	Conference with M. Collins Zhao regarding results of initial research and draft memorandum on securities issues relating to deficiency balance note sales
06/21/12	M. Collins Zhao	73.50	0.30	3	Review and analyze proposed contract template for arrangement to sell distressed notes on behalf of E*trade

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GMAC ResCap
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August 9, 2012
Page 3

06/21/12 M. Collins Zhao	147.00	0.60	3	Finalize draft of advice memorandum
06/21/12 M. Collins Zhao	49.00	0.20	3	Conference with B. MacKenzie regarding draft of advice memorandum
06/21/12 C. Sawyer	172.50	0.30	3	Review memorandum regarding broker-dealer issues
06/21/12 C. Sawyer	115.00	0.20	3	Conference with B. MacKenzie regarding memorandum regarding broker-dealer issues
06/21/12 B. MacKenzie	287.50	0.50	3	Review draft memorandum and supporting research materials from M. Collins Zhao regarding distressed notes sale as a securities transaction and application of broker-dealer regulations
06/21/12 B. MacKenzie	287.50	0.50	3	Conferences with M. Collins Zhao and C. Sawyer regarding memorandum
06/21/12 S. Jarzyna	90.00	0.40	3	Retrieve cases and conduct citation checks to those cases for B. MacKenzie
06/22/12 M. Collins Zhao	122.50	0.50	3	Conference with B. MacKenzie regarding draft advice memorandum and template agreement
06/22/12 M. Collins Zhao	980.00	4.00	3	Revise memorandum in response to B. MacKenzie's comments
06/22/12 B. MacKenzie	575.00	1.00	3	Research regarding distressed debt and broker-dealer issues
06/22/12 B. MacKenzie	287.50	0.50	3	Conference with M. Collins Zhao regarding recommended revisions to client memorandum regarding

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GMAC ResCap
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August 9, 2012

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					distressed note brokerage arrangements and template agreement
06/24/12	M. Collins Zhao	1,225.00	5.00	3	Draft revised memorandum on proposed sale of distressed notes in response to B. MacKenzie's comments and suggested revisions to proposed contract template for E*trade arrangement
06/25/12	M. Collins Zhao	73.50	0.30	3	Review B. MacKenzie's and C. Sawyer's revisions to draft memorandum and contract template
06/25/12	C. Sawyer	287.50	0.50	3	Review template brokerage agreement
06/25/12	C. Sawyer	115.00	0.20	3	Review memorandum related to brokerage agreement
06/25/12	C. Sawyer	172.50	0.30	3	Comment on template brokerage agreement
06/25/12	B. MacKenzie	1,322.50	2.30	3	Draft revisions to draft memorandum and template contract
06/25/12	B. MacKenzie	115.00	0.20	3	Circulate revised memorandum and template contract to M. Collins Zhao and C. Sawyer

Total Hours 34.60

Subtotal for Legal Fees \$12,165.00

Less 10% Discount -\$1,216.50

Total for Legal Fees \$10,948.50

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August 9, 2012
Page 5

Total This Invoice \$10,948.50

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
M. Collins Zhao	Associate	23.00	245.00	5,635.00
C. Sawyer	Partner	3.80	575.00	2,185.00
B. MacKenzie	Partner	7.40	575.00	4,255.00
S. Jarzyna	Paralegal	0.40	225.00	90.00
Total all Timekeepers		34.60		12,165.00

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap
Attn: Tammy Hamzehpour
1100 Virginia Drive
Fort Washington, PA 19034

August 9, 2012
Invoice No. 1816008

Client-Matter No.: 479140-00005
Business Lending Workout Matters

For Legal Services Rendered Through July 31, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$14,558.50
Less 10% Discount	-\$1,455.85
Total For Current Legal Fees	\$13,102.65
Total For Current Disbursements and Service Charges	\$223.50
Total For Current Invoice	\$13,326.15

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August 9, 2012
Invoice No. 1816008

Client-Matter No: 479140-00005

Business Lending Workout Matters

For Legal Services Rendered Through July 31, 2012

07/02/12	J. Langdon	61.00	0.10	17	(Nationwide) Memoranda to C. MacElree regarding interview with AUSA Axelrod
07/02/12	J. Langdon	122.00	0.20	17	(Nationwide) Draft memoranda regarding status of California proceeding
07/03/12	J. Langdon	183.00	0.30	17	(Nationwide) Draft memoranda regarding status reports
07/05/12	J. Langdon	305.00	0.50	17	(Nationwide) Draft responses to Hanover document requests
07/06/12	J. Langdon	183.00	0.30	17	(Nationwide) Draft responses to Hanover interrogatories
07/09/12	J. Langdon	183.00	0.30	17	(Nationwide) Draft memoranda regarding Pennsylvania discovery requests, California schedule and meeting with AUSA regarding

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GMAC ResCap
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Invoice No.: 1816008

August 9, 2012
Page 2

				Pitchersky investigation
07/10/12	J. Langdon	122.00	0.20 17	(Nationwide) Memoranda to and from C. MacElree regarding presentation to AUSA regarding Pitchersky
07/11/12	H. McCann	146.00	0.40 17	(Nationwide) Email correspondence with M. Ellis regarding request for extension to respond to discovery
07/11/12	J. Langdon	122.00	0.20 17	(Nationwide) Telephone conferences with C. MacElree regarding status of cases and strategy
07/11/12	J. Langdon	122.00	0.20 17	(Nationwide) Draft memoranda regarding Hanover discovery
07/11/12	J. Langdon	61.00	0.10 17	(Nationwide) Draft memoranda regarding California action
07/12/12	J. Langdon	183.00	0.30 17	(Nationwide) Draft memoranda regarding Hanover schedule and case analysis
07/16/12	J. Langdon	610.00	1.00 17	(Nationwide) Telephone conferences with C. MacElree in preparation for upcoming meeting with AUSA regarding Pitchersky
07/16/12	J. Langdon	183.00	0.30 17	(Nationwide) Telephone conference with D. Horst regarding Nationwide and Alliance matters
07/17/12	J. Langdon	183.00	0.30 17	(Nationwide) Memoranda to and from and telephone conference with C. MacElree regarding upcoming conference with AUSA regarding Pitchersky

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August 9, 2012

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07/18/12 J. Langdon	305.00	0.50	17	(Nationwide) Memoranda to and from C. MacElree regarding status and strategy
07/18/12 J. Langdon	305.00	0.50	17	(Nationwide) Memoranda to D. Horst regarding various details and documents
07/18/12 J. Langdon	1,525.00	2.50	17	(Nationwide) Conference with D. Horst regarding status and strategy as to Alliance and Nationwide matters
07/19/12 E. Hulsebos	53.00	0.20	17	(MILA) Conference with S. Heim regarding project
07/19/12 E. Hulsebos	106.00	0.40	17	(MILA) Review motions and court orders
07/19/12 E. Hulsebos	53.00	0.20	17	(MILA) Telephone conference with court
07/19/12 E. Hulsebos	53.00	0.20	17	(MILA) Review petition for payment of unclaimed funds
07/19/12 J. Langdon	3,660.00	6.00	17	(Nationwide) Accompany C. MacElree to conference with AUSA regarding Pitchersky
07/19/12 J. Langdon	2,440.00	4.00	17	(Nationwide) Prepare notes regarding follow-up tasks and litigation strategy
07/20/12 E. Hulsebos	132.50	0.50	17	(MILA) Review application for disbursement
07/20/12 E. Hulsebos	53.00	0.20	17	(MILA) Draft email to client regarding application for disbursement
07/20/12 J. Langdon	244.00	0.40	17	(Nationwide) Draft memoranda regarding discovery issues

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August 9, 2012
Page 4

07/23/12 E. Hulsebos	53.00	0.20	17	(MILA) Review email and application for disbursement
07/23/12 J. Langdon	61.00	0.10	17	(Nationwide) Draft memorandum regarding discovery issues
07/23/12 J. Langdon	305.00	0.50	17	(Nationwide) Telephone conference with D. Horst and L. Delehey regarding status and strategy
07/23/12 V. Perisho	240.00	1.00	17	(Nationwide) Prepare memorandum with new trial and related deadlines for L. McGlinn
07/24/12 E. Hulsebos	26.50	0.10	17	(MILA) Telephone conference with court
07/24/12 E. Hulsebos	212.00	0.80	17	(MILA) Prepare certificate in connection with petition for payment
07/25/12 E. Hulsebos	106.00	0.40	17	(MILA) Finalize petition for payment and email J. Larson regarding same
07/25/12 J. Langdon	61.00	0.10	17	(Nationwide) Draft memorandum regarding case analysis
07/26/12 J. Langdon	183.00	0.30	17	(Nationwide) Draft memoranda regarding status and analysis
07/27/12 E. Hulsebos	26.50	0.10	17	(MILA) Review petition for payment
07/27/12 J. Langdon	305.00	0.50	17	(Nationwide) Draft summary judgment memorandum for D. Horst and L. Delehey
07/30/12 J. Langdon	1,281.00	2.10	17	(Nationwide) Draft summary memorandum to D. Horst and L. Delehey

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August 9, 2012

Page 5

Total Hours 26.50

Subtotal for Legal Fees \$14,558.50

Less 10% Discount -\$1,455.85

Total for Legal Fees \$13,102.65

Disbursements and Service Charges

Messenger Charges	121.00
Filing Fee - ASAP Legal, LLC - Riverside/Indio Court 06/14/12	20.00
Professional Service - Riley, Riper, Hollin & Colagreco - Services rendered for receiving and reviewing discovery requests from M. Ellis; email to J. Langdon with regard to same on 05/22/12	82.50

Total for Disbursements and Service Charges \$223.50

Total This Invoice \$13,326.15

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
E. Hulsebos	Associate	3.30	265.00	874.50
H. McCann	Associate	0.40	365.00	146.00
J. Langdon	Partner	21.80	610.00	13,298.00
V. Perisho	Paralegal	1.00	240.00	240.00
Total all Timekeepers		26.50		14,558.50

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap
Attn: Tammy Hamzehpour
1100 Virginia Drive
Fort Washington, PA 19034

August 9, 2012
Invoice No. 1816007

Client-Matter No.: 479140-00005
Business Lending Workout Matters

For Legal Services Rendered Through June 30, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$17,822.50
Less 10% Discount	-\$1,782.25
Total For Current Legal Fees	\$16,040.25
Total For Current Disbursements and Service Charges	\$1,503.02
Total For Current Invoice	\$17,543.27

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Attn: Tammy Hamzehpour
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August 9, 2012
Invoice No. 1816007

Client-Matter No: 479140-00005

Business Lending Workout Matters

For Legal Services Rendered Through June 30, 2012

06/01/12	B. McGarry	1,534.00	5.20	17	(Nationwide) Draft responses to plaintiff's discovery requests
06/01/12	J. Langdon	122.00	0.20	17	(Nationwide) Draft memoranda regarding MacElree declaration
06/04/12	L. McGlinn	1,027.00	2.60	17	(Nationwide) Revise motion for summary adjudication
06/04/12	L. McGlinn	592.50	1.50	17	(Nationwide) Revise discovery requests to Nationwide and Pitchersky
06/04/12	H. McCann	1,569.50	4.30	17	(Nationwide) Revise responses to Hanover discovery
06/05/12	L. McGlinn	1,501.00	3.80	17	(Nationwide) Prepare exhibits and related documents in support of motion for summary adjudication for filing
06/05/12	L. McGlinn	395.00	1.00	17	(Nationwide) Revise discovery

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GMAC ResCap
Client-Matter No.: 479140-00005
Invoice No.: 1816007

August 9, 2012
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				requests to Alternative Energy and Mortgage Management Associates, Pitchersky and Nationwide
06/05/12	S. Marsden	225.00	0.50 17	(Spectrum) Arrange G. Vetek interview
06/05/12	J. Langdon	61.00	0.10 17	(Nationwide) Review and execute declaration in support of motion for summary judgment
06/05/12	J. Langdon	122.00	0.20 17	(Nationwide) Review Hanover discovery requests
06/06/12	S. Marsden	360.00	0.80 17	(Spectrum) Arrange G. Vetek interview
06/06/12	J. Langdon	427.00	0.70 17	(Nationwide) Review and analyze Hanover discovery requests and responses
06/07/12	L. McGlinn	158.00	0.40 17	(Nationwide) Communications with J. Langdon and opposing counsel regarding matter
06/07/12	L. McGlinn	790.00	2.00 17	(Nationwide) Revise motion for summary judgment
06/07/12	S. Marsden	225.00	0.50 17	(Spectrum) Conference with G. Vetek regarding interview scheduling
06/07/12	T. Kelly	54.50	0.10 17	(Nationwide) Review email exchange regarding status of case
06/07/12	J. Langdon	1,220.00	2.00 17	(Nationwide) Analyze California and Pennsylvania litigation issues
06/07/12	J. Langdon	61.00	0.10 17	(Nationwide) Telephone conference with S. Schaefer regarding California and Pennsylvania litigation issues

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August 9, 2012

Page 3

06/07/12 J. Langdon	61.00	0.10	17	(Nationwide) Telephone conferences with L. McGlinn regarding California and Pennsylvania litigation issues
06/07/12 J. Langdon	183.00	0.30	17	(Nationwide) Memoranda to and from opposing counsel regarding California and Pennsylvania litigation issues
06/08/12 T. Kelly	54.50	0.10	17	(Nationwide) Conference with K. Constantine regarding bankruptcy retention
06/08/12 T. Kelly	54.50	0.10	17	(Nationwide) Conference with J. Langdon regarding bankruptcy retention
06/08/12 J. Langdon	183.00	0.30	17	(Nationwide) Draft memoranda regarding California proceedings
06/11/12 L. McGlinn	711.00	1.80	17	(Nationwide) Revise discovery responses and motion for summary judgment
06/11/12 L. McGlinn	79.00	0.20	17	(Nationwide) Communications with A. Cooper regarding matter
06/11/12 L. McGlinn	39.50	0.10	17	(Nationwide) Review mediation notes
06/11/12 L. McGlinn	79.00	0.20	17	(Nationwide) Prepare summary of Pitchersky's settlement position for J. Langdon
06/11/12 H. McCann	73.00	0.20	17	(Nationwide) Email correspondence with J. Langdon and M. Ellis regarding extension of deadline for response to Hanover's discovery requests
06/11/12 J. Langdon	61.00	0.10	17	(Nationwide) Draft memorandum regarding extension of discovery

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ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



GMAC ResCap
Client-Matter No.: 479140-00005
Invoice No.: 1816007

August 9, 2012

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				requests in Hanover
06/11/12	K. Langlais	250.00	2.50 17	(Nationwide) Prepare hard copies of documents produced in native format for witness and subject kits
06/12/12	L. McGlinn	118.50	0.30 17	(Nationwide) Telephone court regarding continuance
06/12/12	L. McGlinn	118.50	0.30 17	(Nationwide) Communication with counsel regarding continuance
06/12/12	L. McGlinn	395.00	1.00 17	(Nationwide) Prepare stipulation
06/12/12	S. Marsden	225.00	0.50 17	(Spectrum) Emails regarding scheduling interview with G. Vetek
06/12/12	J. Langdon	122.00	0.20 17	(Nationwide) Draft memoranda regarding Hanover discovery and California schedule
06/13/12	S. Marsden	225.00	0.50 17	(Spectrum) Prepare for G. Vetek interview
06/13/12	S. Marsden	450.00	1.00 17	(Spectrum) Conference with G. Vetek
06/13/12	S. Marsden	450.00	1.00 17	(Spectrum) Attend FBI interview of G. Vetek
06/14/12	S. Marsden	450.00	1.00 17	(Spectrum) Review materials for G. Vetek
06/15/12	J. Langdon	244.00	0.40 17	(Nationwide) Prepare for and telephone conference with T. Hamzehpour regarding status and strategy
06/18/12	J. Langdon	61.00	0.10 17	(Nationwide) Draft memoranda regarding discovery requests
06/22/12	J. Langdon	61.00	0.10 17	(Nationwide) Memoranda from and to C. MacElree regarding

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GMAC ResCap
Client-Matter No.: 479140-00005
Invoice No.: 1816007

August 9, 2012
Page 5

					status
06/25/12	J. Langdon	549.00	0.90	17	(Nationwide) Draft status update for C. MacElree
06/26/12	J. Langdon	1,464.00	2.40	17	(Nationwide) Telephone conference with C. MacElree and FBI regarding status of investigation
06/26/12	M. Stark	67.50	0.30	17	(Nationwide) Review database and locate documents for J. Langdon
06/27/12	J. Langdon	61.00	0.10	17	(Nationwide) Memoranda to and from C. MacElree regarding conference with AUSA regarding investigation of Pitchersky
06/27/12	J. Langdon	61.00	0.10	17	(Nationwide) Telephone conference with AUSA D. Axelrod regarding investigation of Pitchersky
06/28/12	J. Langdon	183.00	0.30	17	(Nationwide) Telephone conferences with S. Schaefer and D. Horst regarding FBI subpoena and other matters
06/28/12	J. Langdon	61.00	0.10	17	(Nationwide) Review subpoena
06/28/12	J. Langdon	183.00	0.30	17	(Nationwide) Draft memoranda regarding litigation status
Total Hours			42.90		

Subtotal for Legal Fees **\$17,822.50**

Less 10% Discount **-\$1,782.25**

Total for Legal Fees **\$16,040.25**

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GMAC ResCap
Client-Matter No.: 479140-00005
Invoice No.: 1816007

August 9, 2012
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Disbursements and Service Charges

Court Reporter - Veritext - Deposition transcript of S. Pitchersky taken on 05/09/12	1,003.02
Filing Fee - Clerk of the Superior Court - Ally Bank's Motion for Summary Judgment 05/29/12	500.00

Total for Disbursements and Service Charges **\$1,503.02**

Total This Invoice **\$17,543.27**

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
L. McGlinn	Other Attorney	15.20	395.00	6,004.00
B. McGarry	Associate	5.20	295.00	1,534.00
H. McCann	Associate	4.50	365.00	1,642.50
S. Marsden	Partner	5.80	450.00	2,610.00
T. Kelly	Partner	0.30	545.00	163.50
J. Langdon	Partner	9.10	610.00	5,551.00
K. Langlais	Case Assistant	2.50	100.00	250.00
M. Stark	Paralegal	0.30	225.00	67.50
Total all Timekeepers		42.90		17,822.50

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap
Attn: Tammy Hamzehpour
1100 Virginia Drive
Fort Washington, PA 19034

August 9, 2012
Invoice No. 1816006

Client-Matter No.: 479140-00005
Business Lending Workout Matters

For Legal Services Rendered Through May 31, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$820.00
Less 10% Discount	-\$82.00
Total For Current Legal Fees	\$738.00
Total For Current Invoice	\$738.00

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Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap
Attn: Tammy Hamzehpour
1100 Virginia Drive
Fort Washington, PA 19034

August 9, 2012
Invoice No. 1816006

Client-Matter No: 479140-00005

Business Lending Workout Matters

For Legal Services Rendered Through May 31, 2012

05/31/12	S. Marsden	225.00	0.50	17	(Spectrum) Conference with S. Russell regarding Vetak interview
05/31/12	S. Russell	350.00	2.00	17	(Spectrum) Review documents
05/31/12	S. Russell	245.00	1.40	17	(Spectrum) Prepare binder for S. Marsden regarding upcoming FBI interview
Total Hours			3.90		

Subtotal for Legal Fees \$820.00

Less 10% Discount -\$82.00

Total for Legal Fees \$738.00

Total This Invoice \$738.00

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GMAC ResCap
Client-Matter No.: 479140-00005
Invoice No.: 1816006

August 9, 2012
Page 2

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
S. Marsden	Partner	0.50	450.00	225.00
S. Russell	Paralegal	3.40	175.00	595.00
Total all Timekeepers		3.90		820.00

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814910

Client-Matter No.: 355050-00359
Allstate Insurance Company et al.

For Legal Services Rendered Through July 31, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$2,865.50
Less 10% Discount	-\$286.55
Total For Current Legal Fees	\$2,578.95
Total For Current Invoice	\$2,578.95

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814910

Client-Matter No: 355050-00359

Allstate Insurance Company et al.
Client No.: 709980

For Legal Services Rendered Through July 31, 2012

07/03/12	R. Knudson	220.00	1.00	17	Telephone conference with K. Schubert, N. Bussiere and G. Marty regarding discovery projects
07/10/12	J. Langdon	61.00	0.10	17	Memoranda to and from M. Ware regarding transition
07/10/12	J. Langdon	61.00	0.10	17	Telephone conference with opposing counsel regarding status notice to court
07/11/12	J. Langdon	122.00	0.20	17	Memoranda to M. Ware and J. Anderson regarding representation of Ally Securities
07/12/12	J. Stilson	189.00	0.60	17	Coordinate filing of notice of substitution of counsel
07/12/12	J. Langdon	61.00	0.10	17	Memoranda from and to J. Stilson

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Residential Funding Company, LLC
Client-Matter No.: 355050-00359
Invoice No.: 1814910

August 7, 2012
Page 2

					regarding substitution
07/16/12	J. Langdon	61.00	0.10	17	Conference with J. Stilson regarding transition to Mayer Brown
07/20/12	J. Stilson	315.00	1.00	17	Transition meeting with J. Langdon, Mayer Brown and Fredrikson & Byron lawyers regarding defendant ResCap Securities
07/20/12	J. Langdon	610.00	1.00	17	Conference with M. Ware and team regarding transition for Ally Securities
07/27/12	J. Stilson	472.50	1.50	17	Work on transition of files to Fredrikson & Byron and Mayer Brown for defendant Residential Funding Securities
07/30/12	J. Stilson	598.50	1.90	17	Work on transition of files to Fredrikson & Byron and Mayer Brown for defendant Residential Funding Securities
07/31/12	J. Stilson	94.50	0.30	17	Draft correspondence and send transition file to Fredrikson & Byron
Total Hours			7.90		

Subtotal for Legal Fees \$2,865.50

Less 10% Discount -\$286.55

Total for Legal Fees \$2,578.95

Total This Invoice \$2,578.95

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Residential Funding Company, LLC
Client-Matter No.: 355050-00359
Invoice No.: 1814910

August 7, 2012
Page 3

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
J. Stilson	Associate	5.30	315.00	1,669.50
J. Langdon	Partner	1.60	610.00	976.00
R. Knudson	Paralegal	1.00	220.00	220.00
Total all Timekeepers		7.90		2,865.50

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814834

Client-Matter No.: 355050-00359
Allstate Insurance Company et al.

For Legal Services Rendered Through June 30, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$2,663.50
Less 10% Discount	-\$266.35
Total For Current Legal Fees	\$2,397.15
Total For Current Disbursements and Service Charges	\$23.00
Total For Current Invoice	\$2,420.15

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Account Number: 1602-3010-8500
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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814834

Client-Matter No: 355050-00359

Allstate Insurance Company et al.
Client No.: 709980

For Legal Services Rendered Through June 30, 2012

06/01/12	J. Langdon	244.00	0.40	17	Draft memoranda regarding representation, stay and discovery matters
06/04/12	J. Langdon	122.00	0.20	17	Memoranda and telephone conferences regarding representation of Ally Securities
06/05/12	J. Langdon	244.00	0.40	17	Telephone conferences with T. Devine, M. Ware and J. Stilson regarding substitution for Ally Securities
06/05/12	J. Langdon	122.00	0.20	17	Telephone conferences with M. Ware regarding judge assignment
06/05/12	J. Langdon	61.00	0.10	17	Telephone conferences with J. Stilson regarding substitution of counsel and transfer of file to Mayer Brown firm

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Residential Funding Company, LLC
Client-Matter No.: 355050-00359
Invoice No.: 1814834

August 7, 2012
Page 2

06/06/12	J. Langdon	61.00	0.10	17	Draft memorandum regarding withdrawal from representation of Ally Securities
06/06/12	J. Langdon	61.00	0.10	17	Telephone conference with R. Kopecky regarding withdrawal from representation of Ally Securities
06/07/12	J. Stilson	157.50	0.50	17	Telephone conference with T. Wind regarding substitution of counsel for Defendant Residential Funding Securities
06/07/12	J. Langdon	61.00	0.10	17	Telephone conference with J. Stilson regarding substitution of counsel and transfer of files
06/08/12	J. Stilson	63.00	0.20	17	Prepare and send notice of substitution to T. Wind
06/08/12	J. Langdon	122.00	0.20	17	Draft memoranda regarding substitution of counsel
06/08/12	J. Langdon	61.00	0.10	17	Memoranda and telephone conferences with T. Devine regarding withdrawal regarding Ally Securities
06/11/12	A. Brantingham	47.00	0.20	17	Gather documents for bankruptcy discovery in response to request from P. Zellmann
06/11/12	N. Bussiere	132.00	0.60	17	Work with A. Brantingham to prepare collection of materials and FTP to P. Zellmann
06/13/12	J. Dahl	120.00	1.20	17	Prepare electronically stored information for attorney review in document management system
06/19/12	J. Kragness	50.00	0.50	17	Prepare electronically stored information of multiple custodians

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Residential Funding Company, LLC
Client-Matter No.: 355050-00359
Invoice No.: 1814834

August 7, 2012
Page 3

				for attorney review in document management system	
06/19/12	J. Kragness	80.00	0.80	17	Process document data of multiple custodians to document management system to allow for database searches
06/21/12	J. Langdon	61.00	0.10	17	Telephone conference with M. Ware regarding transition
06/22/12	J. Langdon	61.00	0.10	17	Memoranda from and to M. Ware regarding transition
06/22/12	J. Langdon	61.00	0.10	17	Memoranda from and to J. Stilson regarding witness interviews
06/25/12	J. Stilson	126.00	0.40	17	Communication with C. Lipps regarding Allstate discovery
06/25/12	J. Langdon	122.00	0.20	17	Draft memoranda regarding documents produced
06/27/12	J. Kragness	130.00	1.30	17	Prepare electronically stored information for attorney review in document management system
06/27/12	J. Kragness	140.00	1.40	17	Process document data to document management system to allow for database searches
06/29/12	R. Knudson	154.00	0.70	17	Submit request to DTI to begin production preparations for Seller Files data

Total Hours **10.20**

Subtotal for Legal Fees **\$2,663.50**

Less 10% Discount **-\$266.35**

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Residential Funding Company, LLC
Client-Matter No.: 355050-00359
Invoice No.: 1814834

August 7, 2012
Page 4

Total for Legal Fees \$2,397.15

Disbursements and Service Charges

Metro Legal Services, Inc. - Hennepin County District Court filing 23.00
05/14/12

Total for Disbursements and Service Charges \$23.00

Total This Invoice \$2,420.15

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
J. Stilson	Associate	1.10	315.00	346.50
A. Brantingham	Associate	0.20	235.00	47.00
J. Langdon	Partner	2.40	610.00	1,464.00
J. Dahl	Paralegal	1.20	100.00	120.00
R. Knudson	Paralegal	0.70	220.00	154.00
J. Kragness	Case Assistant	4.00	100.00	400.00
N. Bussiere	Paralegal	0.60	220.00	132.00
Total all Timekeepers		10.20		2,663.50

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814820

Client-Matter No.: 355050-00359
Allstate Insurance Company et al.

For Legal Services Rendered Through May 31, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$4,038.00
Less 10% Discount	-\$403.80
Total For Current Legal Fees	\$3,634.20
Total For Current Invoice	\$3,634.20

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Minneapolis, MN 55402

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814820

Client-Matter No: 355050-00359

Allstate Insurance Company et al.
Client No.: 709980

For Legal Services Rendered Through May 31, 2012

05/14/12	J. Stilson	157.50	0.50	17	Finalize notice of bankruptcy
05/14/12	J. Stilson	63.00	0.20	17	Communication with J. Corcoran regarding bankruptcy notices
05/14/12	J. Stilson	31.50	0.10	17	Communication to service list with notice of bankruptcy
05/14/12	J. Stilson	31.50	0.10	17	File notice of bankruptcy with the Court
05/14/12	M. Weinbeck	117.50	0.50	17	Draft bankruptcy filing
05/14/12	M. Weinbeck	23.50	0.10	17	File bankruptcy filing in Minnesota state court
05/14/12	J. Langdon	427.00	0.70	17	Draft memoranda regarding ResCap filing and impact
05/15/12	N. Bussiere	22.00	0.10	17	Review updated spreadsheet analyzing 25 deals at issue

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Residential Funding Company, LLC
Client-Matter No.: 355050-00359
Invoice No.: 1814820

August 7, 2012
Page 2

05/16/12 J. Langdon	244.00	0.40	17	Conference with counsel from Morrison & Foerster regarding extension of stay to non-debtor defendants
05/18/12 J. Stilson	283.50	0.90	17	Pull together CUSIP information regarding Allstate purchases
05/18/12 J. Langdon	183.00	0.30	17	Draft memoranda regarding details of securities hold
05/21/12 J. Langdon	61.00	0.10	17	Draft memoranda regarding representation of Ally Securities
05/22/12 J. Langdon	610.00	1.00	17	Review motion to extend stay
05/22/12 J. Langdon	305.00	0.50	17	Comment on motion to extend stay
05/22/12 R. Knudson	286.00	1.30	17	Conference with K. Schubert, N. Bussiere and G. Marty regarding status of documents collection and review
05/23/12 J. Langdon	183.00	0.30	17	Telephone conference with T. Devine regarding representation of Ally Securities
05/23/12 J. Langdon	122.00	0.20	17	Draft memoranda regarding representation of Ally Securities
05/24/12 J. Langdon	305.00	0.50	17	Analyze Ally Securities representation issues
05/24/12 J. Langdon	122.00	0.20	17	Telephone conference with W. Thompson regarding Ally Securities representation issues
05/25/12 J. Langdon	61.00	0.10	17	Draft memoranda regarding outstanding discovery issues
05/29/12 A. Brantingham	94.00	0.40	17	Review motion to extend automatic stay and draft notice of

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Residential Funding Company, LLC
Client-Matter No.: 355050-00359
Invoice No.: 1814820

August 7, 2012
Page 3

				filing of motion
05/29/12	J. Langdon	244.00	0.40 17	Review motion to extend stay
05/30/12	J. Langdon	61.00	0.10 17	Telephone conference with W. Thompson regarding representation of Ally Securities
Total Hours			9.00	

Subtotal for Legal Fees \$4,038.00

Less 10% Discount -\$403.80

Total for Legal Fees \$3,634.20

Total This Invoice \$3,634.20

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
J. Stilson	Associate	1.80	315.00	567.00
M. Weinbeck	Associate	0.60	235.00	141.00
A. Brantingham	Associate	0.40	235.00	94.00
J. Langdon	Partner	4.80	610.00	2,928.00
R. Knudson	Paralegal	1.30	220.00	286.00
N. Bussiere	Paralegal	0.10	220.00	22.00
Total all Timekeepers		9.00		4,038.00

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814957

Client-Matter No.: 355050-00360
Huntington Bancshares Inc.

For Legal Services Rendered Through July 31, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$610.00
Less 10% Discount	-\$61.00
Total For Current Legal Fees	\$549.00
Total For Current Invoice	\$549.00

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:
Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814957

Client-Matter No: 355050-00360

Huntington Bancshares Inc.
Client No.: 719440

For Legal Services Rendered Through July 31, 2012

07/05/12	J. Langdon	183.00	0.30	17	Draft memoranda regarding stay and notification to court
07/11/12	J. Langdon	61.00	0.10	17	Draft memoranda regarding stipulation regarding stay
07/11/12	J. Langdon	61.00	0.10	17	Review stipulation
07/19/12	J. Langdon	61.00	0.10	17	Review memorandum from opposing counsel regarding scheduling of motion
07/20/12	J. Langdon	122.00	0.20	17	Memoranda from and to opposing counsel regarding hearing on motion to dismiss
07/26/12	J. Langdon	122.00	0.20	17	Draft memoranda regarding status
Total Hours			1.00		

Subtotal for Legal Fees

\$610.00

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Residential Funding Company, LLC
Client-Matter No.: 355050-00360
Invoice No.: 1814957

August 7, 2012
Page 2

Less 10% Discount **-\$61.00**

Total for Legal Fees **\$549.00**

Total This Invoice **\$549.00**

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
J. Langdon	Partner	1.00	610.00	610.00
Total all Timekeepers		1.00		610.00

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(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814956

Client-Matter No.: 355050-00360
Huntington Bancshares Inc.

For Legal Services Rendered Through June 30, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$4,690.50
Less 10% Discount	-\$469.05
Total For Current Legal Fees	\$4,221.45
Total For Current Disbursements and Service Charges	\$23.00
Total For Current Invoice	\$4,244.45

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814956

Client-Matter No: 355050-00360

Huntington Bancshares Inc.
Client No.: 719440

For Legal Services Rendered Through June 30, 2012

06/01/12	J. Langdon	427.00	0.70	17	Telephone conference with individual defendants regarding status and indemnification issues
06/04/12	J. Langdon	61.00	0.10	17	Telephone conference with G. Jarvis regarding upcoming hearing
06/05/12	J. Langdon	122.00	0.20	17	Telephone conference with T. Devine regarding upcoming hearing
06/06/12	A. Brantingham	23.50	0.10	17	Review notice of substitution of counsel for Ally Securities and email J. Langdon regarding same
06/06/12	J. Langdon	61.00	0.10	17	Draft memoranda regarding substitution of counsel
06/06/12	J. Langdon	122.00	0.20	17	Telephone conference with opposing counsel regarding

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Residential Funding Company, LLC
Client-Matter No.: 355050-00360
Invoice No.: 1814956

August 7, 2012
Page 2

					upcoming hearing
06/07/12	J. Langdon	183.00	0.30	17	Telephone conference with opposing counsel regarding scheduling of hearing
06/07/12	J. Langdon	244.00	0.40	17	Memoranda among counsel regarding scheduling of hearing
06/07/12	J. Langdon	183.00	0.30	17	Telephone conference with defense counsel regarding scheduling of hearing
06/07/12	J. Langdon	61.00	0.10	17	Telephone conference with court regarding scheduling of hearing
06/08/12	J. Langdon	183.00	0.30	17	Telephone conference with Judge DuFresne and other counsel regarding case status
06/11/12	A. Brantingham	47.00	0.20	17	Gather documents for bankruptcy discovery in response to request from P. Zellmann
06/12/12	J. Langdon	244.00	0.40	17	Update memorandum to individual defendants regarding status
06/12/12	J. Langdon	61.00	0.10	17	Telephone conference with D. Olsen regarding strategy
06/14/12	J. Langdon	61.00	0.10	17	Memoranda to and from individual defendants
06/19/12	J. Langdon	183.00	0.30	17	Review key bankruptcy filings for purposes of defending individual defendants
06/21/12	J. Langdon	610.00	1.00	17	Review key bankruptcy filings regarding 2004 examination, examiner and matters related to individual defendants
06/25/12	J. Langdon	61.00	0.10	17	Draft memoranda regarding representation of individual

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Residential Funding Company, LLC
Client-Matter No.: 355050-00360
Invoice No.: 1814956

August 7, 2012
Page 3

					defendants
06/26/12	J. Langdon	305.00	0.50	17	Review key bankruptcy filings
06/26/12	J. Langdon	366.00	0.60	17	Legal research regarding indemnification issues
06/26/12	N. Bussiere	352.00	1.60	17	Review J. Langdon email for communications with individual defendants
06/27/12	J. Langdon	122.00	0.20	17	Draft memoranda regarding communications with individual defendants
06/27/12	N. Bussiere	22.00	0.10	17	Receive and process insurance policies
06/27/12	N. Bussiere	110.00	0.50	17	Review J. Langdon correspondence spindles for communications with individual defendants
06/27/12	N. Bussiere	88.00	0.40	17	Create non-duplicative, top-level email collection for privilege log
06/28/12	J. Langdon	244.00	0.40	17	Gather and produce to Morrison & Foerster copies of communications to individual defendants
06/28/12	N. Bussiere	22.00	0.10	17	Finalize email collection for privilege log
06/29/12	J. Langdon	122.00	0.20	17	Review indemnification issues
Total Hours			9.60		

Subtotal for Legal Fees \$4,690.50

Less 10% Discount -\$469.05

Total for Legal Fees \$4,221.45

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Residential Funding Company, LLC
Client-Matter No.: 355050-00360
Invoice No.: 1814956

August 7, 2012
Page 4

Disbursements and Service Charges

Metro Legal Services, Inc. - Hennepin County District Court filing 23.00
05/22/12

Total for Disbursements and Service Charges \$23.00

Total This Invoice \$4,244.45

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
A. Brantingham	Associate	0.30	235.00	70.50
J. Langdon	Partner	6.60	610.00	4,026.00
N. Bussiere	Paralegal	2.70	220.00	594.00
Total all Timekeepers		9.60		4,690.50

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814953

Client-Matter No.: 355050-00360
Huntington Bancshares Inc.

For Legal Services Rendered Through May 31, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$2,056.50
Less 10% Discount	-\$205.65
Total For Current Legal Fees	\$1,850.85
Total For Current Disbursements and Service Charges	\$54.50
Total For Current Invoice	\$1,905.35

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Minneapolis, MN 55480-1680

Wire Instructions:
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800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44JMT

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(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814953

Client-Matter No: 355050-00360

Huntington Bancshares Inc.
Client No.: 719440

For Legal Services Rendered Through May 31, 2012

05/14/12	J. Stilson	157.50	0.50	17	Finalize notice of bankruptcy
05/14/12	J. Stilson	63.00	0.20	17	Communication to service list with notice of bankruptcy
05/14/12	J. Stilson	31.50	0.10	17	File notice of bankruptcy with Court
05/14/12	M. Weinbeck	117.50	0.50	17	Draft bankruptcy filing
05/14/12	M. Weinbeck	23.50	0.10	17	File bankruptcy filing in Minnesota state court
05/14/12	J. Langdon	244.00	0.40	17	Memoranda to individual defendants
05/15/12	J. Stilson	63.00	0.20	17	Communication to individual defendant group regarding notice of bankruptcy
05/16/12	J. Langdon	244.00	0.40	17	Conference with counsel from Morrison Foerster regarding

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Residential Funding Company, LLC
Client-Matter No.: 355050-00360
Invoice No.: 1814953

August 7, 2012
Page 2

					extension of stay to non-debtor defendants
05/21/12	J. Langdon	61.00	0.10	17	Draft memorandum regarding indemnification issues
05/22/12	J. Langdon	244.00	0.40	17	Review motion to extend stay to individual defendants
05/22/12	J. Langdon	61.00	0.10	17	Comment on motion to extend stay to individual defendants
05/23/12	J. Langdon	61.00	0.10	17	Draft memoranda regarding hearing and impact of stay
05/24/12	A. Brantingham	47.00	0.20	17	Conference with J. Langdon and underwriters' counsel regarding bankruptcy, withdrawal of Dorsey, and case strategy
05/24/12	J. Langdon	244.00	0.40	17	Draft memorandum regarding indemnification issues
05/29/12	A. Brantingham	47.00	0.20	17	Review motion to extend automatic stay
05/29/12	A. Brantingham	47.00	0.20	17	Draft notice of filing of motion
05/29/12	J. Langdon	61.00	0.10	17	Telephone conference with R. Kopecky regarding strategy
05/30/12	A. Brantingham	70.50	0.30	17	Revise notice of filing of motion to extend stay
05/30/12	J. Langdon	61.00	0.10	17	Draft memorandum regarding extension of stay to non-debtor defendants
05/31/12	A. Brantingham	47.00	0.20	17	Finalize, file, and serve notice of filing of motion to extend automatic stay
05/31/12	J. Langdon	61.00	0.10	17	Telephone conference with G. Jarvis regarding upcoming hearing

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Residential Funding Company, LLC
Client-Matter No.: 355050-00360
Invoice No.: 1814953

August 7, 2012
Page 3

Total Hours 4.90

Subtotal for Legal Fees \$2,056.50

Less 10% Discount -\$205.65

Total for Legal Fees \$1,850.85

Disbursements and Service Charges

Metro Legal Services, Inc. - Service on Sarah E. Bushnell, Timothy D. Kelly, Richard Lockridge, Karen H. Riebel and Elizabeth R. Odette on 04/09/12; Filing at HCDC on 04/19/12 (split cost with 355050-361) 54.50

Total for Disbursements and Service Charges \$54.50

Total This Invoice \$1,905.35

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
J. Stilson	Associate	1.00	315.00	315.00
M. Weinbeck	Associate	0.60	235.00	141.00
A. Brantingham	Associate	1.10	235.00	258.50
J. Langdon	Partner	2.20	610.00	1,342.00
Total all Timekeepers		4.90		2,056.50

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814912

Client-Matter No.: 355050-00361
1941 Stichting Pensioenfonds ABP

For Legal Services Rendered Through July 31, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$18,517.50
Less 10% Discount	-\$1,851.75
Total For Current Legal Fees	\$16,665.75
Total For Current Disbursements and Service Charges	\$11.87
Total For Current Invoice	\$16,677.62

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STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814912

Client-Matter No: 355050-00361

1941Stichting Pensioenfonds ABP
Client No.: 719458

For Legal Services Rendered Through July 31, 2012

07/02/12	J. Langdon	61.00	0.10	17	Review order regarding briefing schedule
07/02/12	J. Langdon	61.00	0.10	17	Memorandum to A. Brantingham regarding motion to dismiss issues
07/03/12	J. Langdon	183.00	0.30	17	Review bankruptcy docket for relevant developments
07/03/12	J. Langdon	122.00	0.20	17	Draft memoranda regarding upcoming motion to dismiss
07/03/12	J. Langdon	183.00	0.30	17	Draft memoranda regarding individual defendants
07/05/12	J. Langdon	183.00	0.30	17	Draft memoranda regarding indemnification issues
07/05/12	J. Langdon	305.00	0.50	17	Monitor bankruptcy proceedings
07/07/12	J. Langdon	305.00	0.50	17	Memoranda regarding status and

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Residential Funding Company, LLC
Client-Matter No.: 355050-00361
Invoice No.: 1814912

August 7, 2012
Page 2

					strategy
07/07/12	J. Langdon	122.00	0.20	17	Telephone conferences regarding status and strategy
07/09/12	A. Brantingham	141.00	0.60	17	Summarize notes of interview with K. Duncan
07/09/12	A. Brantingham	376.00	1.60	17	Research for motion to dismiss in federal court
07/09/12	A. Brantingham	23.50	0.10	17	Send summary of interview notes to J. Langdon
07/09/12	J. Langdon	305.00	0.50	17	Draft memoranda regarding motion to dismiss on behalf of individual defendants
07/10/12	A. Brantingham	70.50	0.30	17	Email with counsel for other parties regarding hearing date for motions to dismiss
07/10/12	A. Brantingham	47.00	0.20	17	Email and telephone conference with other parties' counsel regarding scheduling of hearing on motion to dismiss
07/10/12	A. Brantingham	164.50	0.70	17	Research for motion to dismiss
07/10/12	J. Langdon	183.00	0.30	17	Draft memoranda regarding motion to dismiss
07/11/12	A. Brantingham	141.00	0.60	17	Draft notice of withdrawal and substitution of counsel regarding Deutsche Bank
07/11/12	A. Brantingham	470.00	2.00	17	Research for motion to dismiss
07/11/12	A. Brantingham	822.50	3.50	17	Draft brief in support of individual defendants' motion to dismiss
07/11/12	A. Brantingham	23.50	0.10	17	Send notice of withdrawal and substitution of counsel regarding Deutsche Bank to Oppenheimer

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Residential Funding Company, LLC
Client-Matter No.: 355050-00361
Invoice No.: 1814912

August 7, 2012
Page 3

07/11/12	J. Langdon	122.00	0.20	17	Draft memoranda regarding motion to dismiss
07/11/12	J. Langdon	122.00	0.20	17	Memoranda from and to individual defendants regarding strategy
07/12/12	A. Brantingham	47.00	0.20	17	Continue research for motion to dismiss
07/12/12	A. Brantingham	235.00	1.00	17	Draft motion to dismiss
07/12/12	J. Langdon	244.00	0.40	17	Draft notes regarding individual defendant issues
07/12/12	J. Langdon	305.00	0.50	17	Review key bankruptcy filings regarding related matters
07/13/12	A. Brantingham	470.00	2.00	17	Continue research for motion to dismiss
07/13/12	A. Brantingham	540.50	2.30	17	Draft brief in support of motion to dismiss
07/13/12	J. Langdon	122.00	0.20	17	Draft memoranda regarding scheduling of hearing on motion to dismiss
07/13/12	J. Langdon	183.00	0.30	17	Draft notes regarding analysis of indemnification issues
07/13/12	J. Langdon	305.00	0.50	17	Review key bankruptcy filings
07/14/12	A. Brantingham	235.00	1.00	17	Continue research for motion to dismiss
07/14/12	A. Brantingham	352.50	1.50	17	Draft brief in support of motion to dismiss
07/16/12	A. Brantingham	1,386.50	5.90	17	Draft brief in support of motion to dismiss
07/16/12	J. Langdon	122.00	0.20	17	Draft memoranda regarding motion to dismiss filing and schedule

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Client-Matter No.: 355050-00361
Invoice No.: 1814912

August 7, 2012

Page 4

07/17/12	A. Brantingham	47.00	0.20	17	Conference with J. Langdon and email counsel regarding proposed stipulation to modify briefing schedule
07/17/12	A. Brantingham	940.00	4.00	17	Complete draft of individual defendants' motion to dismiss
07/17/12	J. Langdon	183.00	0.30	17	Memoranda and telephone conferences regarding brief in support of motion to dismiss
07/18/12	A. Brantingham	117.50	0.50	17	Revise draft brief in support of motion to dismiss
07/18/12	A. Brantingham	23.50	0.10	17	Send draft brief in support of motion to dismiss to J. Langdon for review
07/18/12	J. Langdon	61.00	0.10	17	Draft memoranda regarding briefing schedule
07/19/12	J. Langdon	61.00	0.10	17	Telephone conference with Kirkland regarding Ally Securities issues
07/19/12	J. Langdon	61.00	0.10	17	Draft memoranda regarding motion to dismiss
07/20/12	J. Langdon	183.00	0.30	17	Telephone conferences with R. Kopecky regarding arguments in support of motion to dismiss
07/23/12	J. Langdon	854.00	1.40	17	Revise draft brief in support of motion to dismiss
07/25/12	A. Brantingham	446.50	1.90	17	Revise brief in support of motion to dismiss
07/25/12	J. Langdon	1,281.00	2.10	17	Revise brief in support of motion to dismiss
07/26/12	A. Brantingham	70.50	0.30	17	Telephone meet-and-confer with

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ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



Residential Funding Company, LLC
Client-Matter No.: 355050-00361
Invoice No.: 1814912

August 7, 2012
Page 5

					counsel for other parties
07/26/12	A. Brantingham	305.50	1.30	17	Research for brief in support of motion to dismiss
07/26/12	A. Brantingham	611.00	2.60	17	Revise brief in support of motion to dismiss in response to J. Langdon revisions
07/26/12	J. Langdon	427.00	0.70	17	Revise brief in support of motion to dismiss
07/27/12	A. Brantingham	117.50	0.50	17	Revise brief in support of motion to dismiss with edits from J. Langdon
07/27/12	A. Brantingham	70.50	0.30	17	Meet-and-confer conference call with all parties for motion to dismiss
07/27/12	J. Langdon	1,037.00	1.70	17	Revise brief in support of motion to dismiss
07/27/12	J. Langdon	305.00	0.50	17	Memoranda to and from individual defendants regarding status and strategy
07/29/12	A. Brantingham	47.00	0.20	17	Draft papers supporting motion to dismiss
07/30/12	A. Brantingham	493.50	2.10	17	Draft motion to dismiss, notice of hearing, proposed order, and other motions papers
07/30/12	A. Brantingham	775.50	3.30	17	Finalize brief in support of motion to dismiss
07/30/12	J. Langdon	427.00	0.70	17	Draft memoranda regarding motion to dismiss
07/30/12	J. Langdon	183.00	0.30	17	Telephone conferences with individual defendants regarding motion to dismiss

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Residential Funding Company, LLC
Client-Matter No.: 355050-00361
Invoice No.: 1814912

August 7, 2012

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07/31/12	J. Langdon	305.00	0.50	17	Review briefs submitted by other defendants
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Total Hours	55.50
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Subtotal for Legal Fees	\$18,517.50
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Less 10% Discount	-\$1,851.75
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Total for Legal Fees	\$16,665.75
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Disbursements and Service Charges

Messenger Charges	11.87
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Total for Disbursements and Service Charges	\$11.87
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Total This Invoice	\$16,677.62
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Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
A. Brantingham	Associate	40.90	235.00	9,611.50
J. Langdon	Partner	14.60	610.00	8,906.00
Total all Timekeepers		55.50		18,517.50

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814833

Client-Matter No.: 355050-00361
1941Stichting Pensioenfonds ABP

For Legal Services Rendered Through June 30, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$8,396.00
Less 10% Discount	-\$839.60
Total For Current Legal Fees	\$7,556.40
Total For Current Disbursements and Service Charges	\$81.41
Total For Current Invoice	\$7,637.81

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:
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P.O. Box 1680
Minneapolis, MN 55480-1680

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800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814833

Client-Matter No: 355050-00361

1941Stichting Pensioenfonds ABP
Client No.: 719458

For Legal Services Rendered Through June 30, 2012

06/01/12	J. Langdon	549.00	0.90	17	Draft memoranda regarding representation, indemnification and discovery issues
06/01/12	J. Langdon	61.00	0.10	17	Telephone conference with opposing counsel regarding upcoming hearing
06/04/12	J. Langdon	61.00	0.10	17	Telephone conference with G. Jarvis regarding upcoming hearing
06/05/12	J. Langdon	183.00	0.30	17	Telephone conference with T. Devine regarding upcoming hearing
06/05/12	J. Langdon	122.00	0.20	17	Draft memoranda regarding impact of bankruptcy rulings
06/06/12	A. Brantingham	23.50	0.10	17	Review notice of substitution of counsel for Ally Securities and

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Residential Funding Company, LLC
Client-Matter No.: 355050-00361
Invoice No.: 1814833

August 7, 2012
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					email J. Langdon regarding same
06/06/12	A. Brantingham	47.00	0.20	17	Review draft notice of removal by underwriters
06/06/12	A. Brantingham	23.50	0.10	17	Email J. Langdon regarding notice of removal by underwriters
06/06/12	J. Langdon	122.00	0.20	17	Draft memoranda regarding substitution of counsel
06/06/12	J. Langdon	61.00	0.10	17	Telephone conference with counsel regarding upcoming hearing
06/06/12	J. Langdon	244.00	0.40	17	Draft memoranda regarding underwriters' intent to remove
06/07/12	A. Brantingham	23.50	0.10	17	Conference with J. Langdon regarding hearing scheduling
06/07/12	A. Brantingham	211.50	0.90	17	Gather documents for underwriters' removal papers and send to Oppenheimer
06/07/12	A. Brantingham	23.50	0.10	17	Research bankruptcy removal
06/07/12	A. Brantingham	23.50	0.10	17	Email J. Langdon regarding research
06/07/12	J. Langdon	244.00	0.40	17	Memoranda among counsel regarding scheduling of hearing
06/07/12	J. Langdon	244.00	0.40	17	Telephone conference with opposing counsel regarding scheduling of hearing
06/07/12	J. Langdon	122.00	0.20	17	Telephone conference with defense counsel regarding scheduling of hearing
06/07/12	J. Langdon	183.00	0.30	17	Telephone conference with court regarding scheduling of hearing
06/08/12	A. Brantingham	94.00	0.40	17	Draft notice of withdrawal

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Residential Funding Company, LLC
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August 7, 2012
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06/08/12	A. Brantingham	94.00	0.40	17	Conference with J. Langdon and J. Hegt regarding representation of Deutsche Bank
06/08/12	A. Brantingham	94.00	0.40	17	Review and sign removal papers
06/08/12	A. Brantingham	94.00	0.40	17	Telephone conference with Judge and counsel
06/08/12	J. Langdon	305.00	0.50	17	Memoranda regarding potential hearing
06/08/12	J. Langdon	183.00	0.30	17	Prepare for and telephone conference with Judge DuFresne regarding potential hearing
06/08/12	J. Langdon	61.00	0.10	17	Telephone conferences regarding potential hearing
06/11/12	A. Brantingham	47.00	0.20	17	Gather documents for bankruptcy discovery in response to request from P. Zellmann
06/11/12	J. Langdon	183.00	0.30	17	Draft memoranda regarding removal and schedule to respond to removal motion
06/12/12	A. Brantingham	94.00	0.40	17	Revise and file Rule 7.1 statement on behalf of Deutsche Bank
06/12/12	A. Brantingham	23.50	0.10	17	Review stipulation to extend time to respond to removal papers
06/12/12	A. Brantingham	47.00	0.20	17	Conference with J. Langdon regarding stipulation
06/12/12	J. Langdon	244.00	0.40	17	Memorandum to individual defendants regarding status
06/12/12	J. Langdon	183.00	0.30	17	Draft memorandum regarding removal and remand schedule
06/13/12	A. Brantingham	47.00	0.20	17	Review and execute stipulation to extend time to respond to

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Residential Funding Company, LLC
Client-Matter No.: 355050-00361
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August 7, 2012

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				complaint
06/14/12	A. Brantingham	47.00	0.20	17
				Review ECF parties
06/14/12	A. Brantingham	23.50	0.10	17
				Telephone conference with clerk's office to correct error in ECF parties
06/14/12	J. Langdon	122.00	0.20	17
				Review pleadings regarding schedule
06/19/12	J. Langdon	183.00	0.30	17
				Review key bankruptcy filings for purposes of defending individual defendants
06/21/12	J. Langdon	610.00	1.00	17
				Review key bankruptcy filings regarding 2004 examination, examiner and matters related to individual defendants
06/25/12	J. Langdon	61.00	0.10	17
				Draft memoranda regarding representation of individual defendants
06/26/12	J. Langdon	366.00	0.60	17
				Telephone conferences with counsel for other parties regarding briefing and other schedule issues
06/26/12	J. Langdon	610.00	1.00	17
				Draft memoranda regarding brief on motion to dismiss
06/26/12	J. Langdon	183.00	0.30	17
				Memoranda to and from individual defendants regarding research issues
06/26/12	N. Bussiere	330.00	1.50	17
				Review J. Langdon email for communications with individual defendants
06/27/12	A. Brantingham	70.50	0.30	17
				Obtain amended complaint and motion papers in In re Lehman Brothers case for use in motion to dismiss claims against individual

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Residential Funding Company, LLC
Client-Matter No.: 355050-00361
Invoice No.: 1814833

August 7, 2012

Page 5

					defendants
06/27/12	A. Brantingham	23.50	0.10	17	Conference with J. Langdon regarding plan for motion to dismiss
06/27/12	J. Langdon	610.00	1.00	17	Memoranda regarding briefing schedule and substance of motion to dismiss
06/27/12	J. Langdon	183.00	0.30	17	Telephone conferences regarding briefing schedule and substance of motion to dismiss
06/27/12	N. Bussiere	110.00	0.50	17	Review J. Langdon correspondence spindles for communications with individual defendants
06/27/12	N. Bussiere	66.00	0.30	17	Create non-duplicative, top-level email collection for privilege log
06/28/12	J. Langdon	122.00	0.20	17	Draft memoranda regarding stipulation and briefing scheduling
06/28/12	J. Langdon	122.00	0.20	17	Letter to Magistrate regarding stipulation and briefing schedule
06/28/12	N. Bussiere	22.00	0.10	17	Finalize email collection for privilege log
06/29/12	J. Langdon	122.00	0.20	17	Review indemnification issues
06/29/12	N. Bussiere	44.00	0.20	17	Draft letter to J. Heims and prepare attached correspondence with individual defendants

Total Hours

18.50

Subtotal for Legal Fees

\$8,396.00

Less 10% Discount

-\$839.60

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Residential Funding Company, LLC
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Invoice No.: 1814833

August 7, 2012
Page 6

Total for Legal Fees \$7,556.40

Disbursements and Service Charges

Overnight Delivery Charges	23.41
Metro Legal Services, Inc. - Document retrieval from Hennepin County Probate Court 06/13/12	58.00

Total for Disbursements and Service Charges \$81.41

Total This Invoice \$7,637.81

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
A. Brantingham	Associate	5.00	235.00	1,175.00
J. Langdon	Partner	10.90	610.00	6,649.00
N. Bussiere	Paralegal	2.60	220.00	572.00
Total all Timekeepers		18.50		8,396.00

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814822

Client-Matter No.: 355050-00361
1941Stichting Pensioenfonds ABP

For Legal Services Rendered Through May 31, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$3,228.00
Less 10% Discount	-\$322.80
Total For Current Legal Fees	\$2,905.20
Total For Current Disbursements and Service Charges	\$54.50
Total For Current Invoice	\$2,959.70

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P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814822

Client-Matter No: 355050-00361

1941Stichting Pensioenfonds ABP
Client No.: 719458

For Legal Services Rendered Through May 31, 2012

05/14/12	J. Stilson	157.50	0.50	17	Finalize notice of bankruptcy
05/14/12	J. Stilson	63.00	0.20	17	Communication to service list with notice of bankruptcy
05/14/12	J. Stilson	31.50	0.10	17	File notice of bankruptcy with Court
05/14/12	M. Weinbeck	117.50	0.50	17	Draft bankruptcy notice
05/14/12	M. Weinbeck	23.50	0.10	17	File bankruptcy notice in Minnesota state court
05/14/12	J. Langdon	244.00	0.40	17	Memoranda to underwriter defendants
05/16/12	J. Langdon	244.00	0.40	17	Conference with counsel from Morrison & Foerster regarding extension of stay to non-debtor defendants

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Residential Funding Company, LLC
Client-Matter No.: 355050-00361
Invoice No.: 1814822

August 7, 2012
Page 2

05/16/12	J. Langdon	61.00	0.10	17	Telephone conference with J. Battle regarding indemnification
05/18/12	J. Langdon	122.00	0.20	17	Memoranda to and from underwriters' counsel regarding indemnification issues
05/21/12	J. Langdon	122.00	0.20	17	Draft memoranda regarding communications with underwriters' counsel
05/22/12	J. Langdon	305.00	0.50	17	Comment on motion to extend stay to individual defendants
05/23/12	J. Langdon	61.00	0.10	17	Conference with A. Brantingham regarding removal and strategy
05/23/12	J. Langdon	61.00	0.10	17	Draft memoranda regarding removal and strategy
05/24/12	A. Brantingham	47.00	0.20	17	Conference with J. Langdon and underwriters' counsel regarding bankruptcy, withdrawal of Dorsey, and case strategy
05/24/12	J. Langdon	244.00	0.40	17	Telephone conference with underwriters' counsel regarding withdrawal and potential removal
05/25/12	J. Langdon	122.00	0.20	17	Draft memoranda regarding indemnification issues
05/29/12	A. Brantingham	258.50	1.10	17	Draft withdrawal letters to underwriters
05/29/12	A. Brantingham	47.00	0.20	17	Review motion to extend automatic stay
05/29/12	A. Brantingham	47.00	0.20	17	Draft notice of filing of motion for state action
05/29/12	J. Langdon	305.00	0.50	17	Draft memoranda regarding motion to extend

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Residential Funding Company, LLC
Client-Matter No.: 355050-00361
Invoice No.: 1814822

August 7, 2012
Page 3

05/29/12	J. Langdon	61.00	0.10	17	Telephone conferences regarding motion to extend
05/30/12	A. Brantingham	70.50	0.30	17	Revise notice of filing of motion to extend stay
05/30/12	J. Langdon	61.00	0.10	17	Telephone conference with underwriters' counsel
05/30/12	J. Langdon	183.00	0.30	17	Draft memoranda regarding notice of filing regarding stay extension
05/31/12	A. Brantingham	47.00	0.20	17	Finalize, file, and serve notice of filing of motion to extend automatic stay
05/31/12	J. Langdon	122.00	0.20	17	Draft memoranda regarding representation issues

Total Hours 7.40

Subtotal for Legal Fees \$3,228.00

Less 10% Discount -\$322.80

Total for Legal Fees \$2,905.20

Disbursements and Service Charges

Metro Legal Services, Inc. - Service on Sarah E. Bushnell, Timothy D. Kelly, Richard Lockridge, Karen H. Riebel and Elizabeth R. Odette on 04/09/12; Filing at HCDC on 04/19/12 (split cost with 355050-30) 54.50

Total for Disbursements and Service Charges \$54.50

Total This Invoice \$2,959.70

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Residential Funding Company, LLC
Client-Matter No.: 355050-00361
Invoice No.: 1814822

August 7, 2012
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Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
J. Stilson	Associate	0.80	315.00	252.00
M. Weinbeck	Associate	0.60	235.00	141.00
A. Brantingham	Associate	2.20	235.00	517.00
J. Langdon	Partner	3.80	610.00	2,318.00
Total all Timekeepers		7.40		3,228.00

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1815088

Client-Matter No.: 355050-00362
Secondment of Associate

For Legal Services Rendered Through July 31, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$43,225.00
Less Write Off per Fixed Fee Agreement	-\$13,725.00
Total For Current Legal Fees	\$29,500.00
Total For Current Invoice	\$29,500.00

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ABA Routing Number: 091000022
Account Number: 1602-3010-8500
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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1815088

Client-Matter No: 355050-00362

Secondment of Associate

For Legal Services Rendered Through July 31, 2012

07/05/12 B. Smith	2,275.00	7.00	17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
07/06/12 B. Smith	2,275.00	7.00	17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
07/09/12 B. Smith	2,275.00	7.00	17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
07/10/12 B. Smith	2,275.00	7.00	17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
07/11/12 B. Smith	2,275.00	7.00	17	Manage litigation and government

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Residential Funding Company, LLC
Client-Matter No.: 355050-00362
Invoice No.: 1815088

August 7, 2012

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				investigations and advise client on various regulatory/compliance issues
07/12/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
07/13/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
07/16/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
07/17/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
07/18/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
07/19/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
07/20/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
07/23/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance

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ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



Residential Funding Company, LLC
Client-Matter No.: 355050-00362
Invoice No.: 1815088

August 7, 2012
Page 3

				issues
07/24/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
07/25/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
07/26/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
07/27/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
07/30/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
07/31/12	B. Smith	2,275.00	7.00 3	Manage litigation and government investigations and advise client on various regulatory/compliance issues

Total Hours 133.00

Subtotal for Legal Fees \$43,225.00

Less Write Off per Fixed Fee Agreement -\$13,725.00

Total for Legal Fees \$29,500.00

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Residential Funding Company, LLC
Client-Matter No.: 355050-00362
Invoice No.: 1815088

August 7, 2012
Page 4

Total This Invoice **\$29,500.00**

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
B. Smith	Associate	133.00	325.00	43,225.00
Total all Timekeepers		133.00		43,225.00

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1815087

Client-Matter No.: 355050-00362
Secondment of Associate

For Legal Services Rendered Through June 30, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$47,775.00
Less Write Off per Fixed Fee Agreement	-\$18,275.00
Total For Current Legal Fees	\$29,500.00
Total For Current Invoice	\$29,500.00

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:
Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1815087

Client-Matter No: 355050-00362

Secondment of Associate

For Legal Services Rendered Through June 30, 2012

06/01/12 B. Smith	2,275.00	7.00	17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
06/04/12 B. Smith	2,275.00	7.00	17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
06/05/12 B. Smith	2,275.00	7.00	17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
06/06/12 B. Smith	2,275.00	7.00	17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
06/07/12 B. Smith	2,275.00	7.00	17	Manage litigation and government

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Residential Funding Company, LLC
Client-Matter No.: 355050-00362
Invoice No.: 1815087

August 7, 2012
Page 2

				investigations and advise client on various regulatory/compliance issues
06/08/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
06/11/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
06/12/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
06/13/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
06/14/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
06/15/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
06/18/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
06/19/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance issues

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Residential Funding Company, LLC
Client-Matter No.: 355050-00362
Invoice No.: 1815087

August 7, 2012
Page 3

				issues
06/20/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
06/21/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
06/22/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
06/25/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
06/26/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
06/27/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
06/28/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
06/29/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance issues

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Residential Funding Company, LLC
Client-Matter No.: 355050-00362
Invoice No.: 1815087

August 7, 2012
Page 4

Total Hours 147.00

Subtotal for Legal Fees \$47,775.00

Less Write Off per Fixed Fee Agreement -\$18,275.00

Total for Legal Fees \$29,500.00

Total This Invoice \$29,500.00

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
B. Smith	Associate	147.00	325.00	47,775.00
Total all Timekeepers		147.00		47,775.00

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1815086

Client-Matter No.: 355050-00362
Secondment of Associate

For Legal Services Rendered Through May 31, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$29,575.00
Less Write Off per Fixed Fee Agreement	-\$12,445.97
Total For Current Legal Fees	\$17,129.03
Total For Current Invoice	\$17,129.03

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Minneapolis, MN 55480-1680

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U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1815086

Client-Matter No: 355050-00362

Secondment of Associate

For Legal Services Rendered Through May 31, 2012

05/14/12 B. Smith	2,275.00	7.00	17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
05/15/12 B. Smith	2,275.00	7.00	17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
05/16/12 B. Smith	2,275.00	7.00	17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
05/17/12 B. Smith	2,275.00	7.00	17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
05/18/12 B. Smith	2,275.00	7.00	17	Manage litigation and government

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Residential Funding Company, LLC
Client-Matter No.: 355050-00362
Invoice No.: 1815086

August 7, 2012
Page 2

					investigations and advise client on various regulatory/compliance issues
05/21/12	B. Smith	2,275.00	7.00	17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
05/22/12	B. Smith	2,275.00	7.00	17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
05/23/12	B. Smith	2,275.00	7.00	17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
05/24/12	B. Smith	2,275.00	7.00	17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
05/25/12	B. Smith	2,275.00	7.00	17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
05/29/12	B. Smith	2,275.00	7.00	17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
05/30/12	B. Smith	2,275.00	7.00	17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
05/31/12	B. Smith	2,275.00	7.00	17	Manage litigation and government investigations and advise client on various regulatory/compliance issues

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Residential Funding Company, LLC
Client-Matter No.: 355050-00362
Invoice No.: 1815086

August 7, 2012
Page 3

issues

Total Hours 91.00

Subtotal for Legal Fees \$29,575.00

Less Write Off per Fixed Fee Agreement -\$12,445.97

Total for Legal Fees \$17,129.03

Total This Invoice \$17,129.03

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
B. Smith	Associate	91.00	325.00	29,575.00
Total all Timekeepers		91.00		29,575.00

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612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814955

Client-Matter No.: 355050-00363
Investigation by SIGTARP

For Legal Services Rendered Through July 31, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$540.00
Less 10% Discount	-\$54.00
Total For Current Legal Fees	\$486.00
Total For Current Invoice	\$486.00

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Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814955

Client-Matter No: 355050-00363

Investigation by SIGTARP

For Legal Services Rendered Through July 31, 2012

07/13/12	J. Langdon	61.00	0.10	19	Draft memoranda regarding status
07/13/12	J. Langdon	61.00	0.10	19	Telephone conference with T. Devine regarding status
07/16/12	J. Langdon	122.00	0.20	19	Telephone conference with T. Devine regarding status of inquiry
07/16/12	M. Edwards	40.00	0.40	19	Update index to file with all new client and work product materials for transition to Morrison & Foerster Law Firm
07/17/12	N. Bussiere	22.00	0.10	19	Update index to file with new materials in preparation for transition to Morrison & Foerster
07/19/12	M. Edwards	50.00	0.50	19	Update index to file with all new client and work product materials for transition to Morrison & Foerster Law Firm

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Residential Funding Company, LLC
Client-Matter No.: 355050-00363
Invoice No.: 1814955

August 7, 2012
Page 2

07/19/12 N. Bussiere	66.00	0.30	19	Prepare materials for transfer to Morrison & Foerster
07/23/12 M. Edwards	30.00	0.30	19	Update index to file with all new client and work product materials for transition to Morrison & Foerster Law Firm
07/23/12 N. Bussiere	44.00	0.20	19	Prepare copy of office file materials for transfer to Morrison & Foerster
07/24/12 N. Bussiere	22.00	0.10	19	Prepare materials for transfer to Morrison & Foerster
07/24/12 N. Bussiere	22.00	0.10	19	Conference with K. Schubert regarding transfer of materials to Morrison & Foerster

Total Hours 2.40

Subtotal for Legal Fees \$540.00

Less 10% Discount -\$54.00

Total for Legal Fees \$486.00

Total This Invoice \$486.00

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
J. Langdon	Partner	0.40	610.00	244.00
M. Edwards	Case Assistant	1.20	100.00	120.00
N. Bussiere	Paralegal	0.80	220.00	176.00
Total all Timekeepers		2.40		540.00

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612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814952

Client-Matter No.: 355050-00363
Investigation by SIGTARP

For Legal Services Rendered Through May 31, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$366.00
Less 10% Discount	-\$36.60
Total For Current Legal Fees	\$329.40
Total For Current Invoice	\$329.40

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612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814952

Client-Matter No: 355050-00363

Investigation by SIGTARP

For Legal Services Rendered Through May 31, 2012

05/15/12 J. Langdon	122.00	0.20	19	Telephone conference with J. Sellers regarding status and next steps
05/17/12 J. Langdon	61.00	0.10	19	Memorandum to W. Thompson and team regarding status
05/18/12 J. Langdon	61.00	0.10	19	Memorandum to W. Thompson
05/21/12 J. Langdon	61.00	0.10	19	Draft memoranda regarding status
05/22/12 J. Langdon	61.00	0.10	19	Draft memorandum regarding status

Total Hours 0.60

Subtotal for Legal Fees \$366.00

Less 10% Discount -\$36.60

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Residential Funding Company, LLC
Client-Matter No.: 355050-00363
Invoice No.: 1814952

August 7, 2012
Page 2

Total for Legal Fees \$329.40

Total This Invoice \$329.40

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
J. Langdon	Partner	0.60	610.00	366.00
Total all Timekeepers		0.60		366.00

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814908

Client-Matter No.: 355050-00364
Investigation by US SEC-Los Angeles Division

For Legal Services Rendered Through July 31, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$49,703.00
Less 10% Discount	-\$4,970.30
Total For Current Legal Fees	\$44,732.70
Total For Current Disbursements and Service Charges	\$39.59
Total For Current Invoice	\$44,772.29

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814908

Client-Matter No: 355050-00364

Investigation by US SEC-Los Angeles Division
Client No.: 712734

For Legal Services Rendered Through July 31, 2012

07/01/12	K. Schubert	59.00	0.20	19	Coordinate collection and processing of documents for production
07/02/12	D. Faith	76.50	0.30	19	Assess status of existing batches and follow up on document review project
07/02/12	K. Schubert	236.00	0.80	19	Telephone conference with J. Shipler, C. Casey, G. Marty and R. Knudson regarding processing and re-review of rating agency materials
07/02/12	K. Schubert	206.50	0.70	19	Coordinate establishment of extranet site
07/02/12	K. Schubert	590.00	2.00	19	Draft memoranda reflecting client meetings and outstanding tasks

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Residential Funding Company, LLC
Client-Matter No.: 355050-00364
Invoice No.: 1814908

August 7, 2012
Page 2

07/02/12	K. Schubert	560.50	1.90	19	Coordinate collection, processing, and review of documents for production
07/02/12	J. Langdon	305.00	0.50	19	Memoranda regarding rating agency document production
07/02/12	J. Langdon	305.00	0.50	19	Revise work-in-progress chart
07/02/12	J. Langdon	61.00	0.10	19	Telephone conference with J. Battle regarding status and strategy
07/02/12	J. Langdon	671.00	1.10	19	Draft memoranda regarding witness interviews and strategy
07/02/12	J. Langdon	122.00	0.20	19	Telephone conferences regarding rating agency document production
07/02/12	R. Knudson	220.00	1.00	19	Telephone conference with Kroll Ontrack, DTI, G. Marty and K. Schubert regarding technical issue with missing attachment data in Discovery Partner database
07/02/12	R. Knudson	220.00	1.00	19	Conference N. Bussiere regarding setup of coding template in Discovery Partner database to facilitate privilege and redaction log coding and discussion of technical issues with missing attachment data in DTI database
07/02/12	R. Knudson	88.00	0.40	19	Update user security privileges to allow for privilege and redaction log coding by N. Bussiere
07/02/12	R. Knudson	440.00	2.00	19	Receive and QC electronic document production received from DTI

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07/02/12	N. Bussiere	44.00	0.20	19	Update production tracking log and transmit copy to Carpenter Lipps
07/02/12	N. Bussiere	132.00	0.60	19	Discussions with K. Schubert, G. Marty and R. Knudson regarding DTI and Kroll Ontrack errors in processing ratings agency materials without attachments
07/02/12	N. Bussiere	22.00	0.10	19	Prepare responses to questionnaire regarding extranet for document sharing with Carpenter Lipps
07/02/12	N. Bussiere	242.00	1.10	19	Conference with R. Knudson regarding preparation of SEC redaction log, searches for redacted documents, and creation of privilege/redaction fields
07/02/12	N. Bussiere	154.00	0.70	19	Prepare redaction log
07/03/12	P. Volpe	70.50	0.30	19	Conference with K. Schubert regarding status of review and analysis of documents
07/03/12	K. Schubert	177.00	0.60	19	Telephone conference with G. Marty, D. Barthel, R. Knudson and N. Bussiere regarding status of document collection, processing and review
07/03/12	K. Schubert	383.50	1.30	19	Correspondence with P. Carter and J. Langdon regarding status of document collection, processing and review
07/03/12	K. Schubert	501.50	1.70	19	Coordinate document collection, processing, and review
07/03/12	J. Langdon	61.00	0.10	19	Draft memoranda regarding work-in-progress chart

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07/03/12 J. Langdon	122.00	0.20	19	Draft memoranda regarding coordination of document review
07/03/12 R. Knudson	220.00	1.00	19	Perform QC of electronic document production received from DTI
07/03/12 R. Knudson	44.00	0.20	19	Prepare management report transmittal emails for review by K. Schubert
07/03/12 N. Bussiere	44.00	0.20	19	Emails with DTI regarding inability to log into database
07/03/12 N. Bussiere	198.00	0.90	19	Conference call regarding document productions and review with K. Schubert, G. Marty and R. Knudson
07/05/12 P. Volpe	305.50	1.30	19	Conference with K. Schubert, M. Stinson and D. Faith regarding status of document collection and review
07/05/12 M. Stinson	282.00	1.20	19	Conference with K. Schubert, D. Faith and T. Volpe regarding status of document collection and review
07/05/12 D. Faith	331.50	1.30	19	Conference with K. Schubert, M. Stinson, and T. Volpe regarding status of document collection and review
07/05/12 K. Schubert	383.50	1.30	19	Conference with M. Stinson, D. Faith, and T. Volpe regarding status of document collection and review
07/05/12 K. Schubert	118.00	0.40	19	Collect and review materials in preparation for status conference

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07/05/12	K. Schubert	413.00	1.40	19	Develop draft document review plan proposal
07/05/12	K. Schubert	413.00	1.40	19	Review documents for production
07/05/12	K. Schubert	265.50	0.90	19	Coordinate production of documents
07/05/12	J. Langdon	183.00	0.30	19	Draft memoranda regarding quality control and document reviews
07/05/12	R. Knudson	660.00	3.00	19	Update electronic document production of MBIA Rating Agency email data
07/05/12	R. Knudson	154.00	0.70	19	Telephone conference with J. Shieler regarding missing natives and metadata for selected MBIA rating agency email data
07/05/12	R. Knudson	110.00	0.50	19	Perform final QC for production
07/05/12	N. Bussiere	44.00	0.20	19	Review emails with DTI regarding MBIA loading issue with Kroll Ontrack
07/06/12	K. Schubert	147.50	0.50	19	Coordinate production of documents to SEC
07/06/12	K. Schubert	118.00	0.40	19	Coordinate processing and review of documents for production
07/06/12	J. Langdon	183.00	0.30	19	Draft memoranda regarding document review and related issues
07/06/12	J. Langdon	488.00	0.80	19	Telephone conference with J. Battle regarding training of contract review team
07/06/12	J. Kragness	40.00	0.40	19	Prepare electronically stored information of J. Steinhagen and Shared Directories for attorney

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					review in document management system
07/06/12	J. Kragness	60.00	0.60	19	Process J. Steinhagen and Shared Directory document data to document management system to allow for database searches
07/07/12	J. Langdon	305.00	0.50	19	Memorandum to bankruptcy counsel regarding history and status of action
07/08/12	P. Carter	187.50	0.30	19	Review correspondence
07/08/12	P. Carter	125.00	0.20	19	Draft emails regarding dates for custodial testimony
07/09/12	P. Volpe	258.50	1.10	19	Review and analyze documents for purposes of quality control
07/09/12	J. Stilson	189.00	0.60	19	Telephone conferences with K. Schubert and M. Weinbeck regarding status and analysis of deals identified by the SEC
07/09/12	J. Stilson	189.00	0.60	19	Review materials from K. Schubert regarding status of production and work in progress list
07/09/12	D. Faith	76.50	0.30	19	Review revised protocol
07/09/12	K. Schubert	1,298.00	4.40	19	Telephone conference with P. Carter, B. Smith, J. Battle, J. Lipps, T. Underhill, and W. Thompson regarding preparation for SEC call
07/09/12	K. Schubert	147.50	0.50	19	Telephone conference with R. Lasky, B. Smyth, P. Carter, J. Battle, J. Lipps, and R. Fonz regarding status of SEC investigation and response

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07/09/12 K. Schubert	1,003.00	3.40	19	Coordinate collection, processing, and review of documents for production
07/09/12 J. Langdon	244.00	0.40	19	Telephone conference with team regarding status and strategy
07/09/12 J. Langdon	244.00	0.40	19	Draft memoranda regarding document review protocol
07/09/12 P. Carter	312.50	0.50	19	Telephone conference with defense group
07/09/12 P. Carter	312.50	0.50	19	Telephone conference with SEC
07/09/12 P. Carter	312.50	0.50	19	Draft memorandum regarding same
07/09/12 P. Carter	625.00	1.00	19	Telephone conference with Orrick
07/09/12 R. Knudson	506.00	2.30	19	Communications with legal team regarding privilege and redaction log preparations
07/09/12 R. Knudson	330.00	1.50	19	Prepare third level attorney review QC batches of documents to prepare for production
07/09/12 N. Bussiere	66.00	0.30	19	Update internal production log and production log transmitted to SEC and send same to G. Marty
07/09/12 N. Bussiere	836.00	3.80	19	Prepare redaction log
07/10/12 P. Volpe	94.00	0.40	19	Conference with K. Schubert regarding review and analysis of offering documents
07/10/12 P. Volpe	94.00	0.40	19	Conference with M. Weinbeck regarding review and analysis of offering documents
07/10/12 J. Stilson	945.00	3.00	19	Conferences with K. Schubert, J. Langdon, R. Knudson, N. Bussiere

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					and G. Marty regarding status of review, collection, and production of documents
07/10/12	M. Weinbeck	164.50	0.70	19	Conferences with K. Schubert, J. Stilson, and T. Volpe regarding identity and review of prospectus supplements
07/10/12	M. Stinson	211.50	0.90	19	Review documents for production to the SEC
07/10/12	D. Faith	153.00	0.60	19	Review complaint for violations of securities law in connection with revised subpoena and protocol
07/10/12	K. Schubert	324.50	1.10	19	Conferences with J. Langdon and J. Stilson regarding case management and status
07/10/12	K. Schubert	442.50	1.50	19	Conferences with G. Marty, R. Knudson, N. Bussiere and J. Stilson regarding status of document review and productions
07/10/12	K. Schubert	531.00	1.80	19	Coordinate collection, processing and review of documents for production
07/10/12	J. Langdon	305.00	0.50	19	Conference with internal team regarding upcoming tasks and strategy
07/10/12	J. Langdon	183.00	0.30	19	Draft memoranda regarding document production issues
07/10/12	J. Langdon	122.00	0.20	19	Draft memoranda regarding witness interviews
07/10/12	P. Carter	312.50	0.50	19	Review status
07/10/12	P. Carter	187.50	0.30	19	Conference with K. Schubert regarding same

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07/10/12	P. Carter	312.50	0.50	19	Review Vision Users data
07/10/12	R. Knudson	330.00	1.50	19	Prepare electronic document production of unencrypted excel files originally produced to SEC on 6/5/2012
07/10/12	R. Knudson	330.00	1.50	19	Conference with G. Marty, K. Schubert, J. Stilson and N. Bussiere regarding discovery items
07/10/12	N. Bussiere	66.00	0.30	19	Prepare extranet for sharing of documents and information with Carpenter Lipps
07/10/12	N. Bussiere	352.00	1.60	19	Conferences with K. Schubert, G. Marty, J. Stilson and R. Knudson regarding document collection, document review, and production to SEC
07/10/12	N. Bussiere	44.00	0.20	19	Review Carpenter Lipps production logs for reference to Homecomings underwriting guidelines and manuals
07/11/12	J. Stilson	31.50	0.10	19	Telephone conference with M. Weinbeck regarding deals IDed by SEC
07/11/12	M. Weinbeck	70.50	0.30	19	Conferences with J. Stilson and K. Schubert regarding identity of subject prospectus supplements
07/11/12	M. Weinbeck	94.00	0.40	19	Research regarding identity of subject prospectus supplements
07/11/12	K. Schubert	118.00	0.40	19	Correspondence with J. Langdon regarding engagement status
07/11/12	K. Schubert	413.00	1.40	19	Coordinate processing and review

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					of documents for production
07/11/12	K. Schubert	118.00	0.40	19	Review documents for production
07/11/12	J. Langdon	122.00	0.20	19	Conferences with internal team regarding transition process
07/11/12	J. Langdon	61.00	0.10	19	Memoranda to and from R. Fons regarding transition
07/11/12	J. Langdon	61.00	0.10	19	Draft memorandum regarding transition
07/11/12	R. Knudson	66.00	0.30	19	Prepare review sets of selected documents for K. Schubert's final review for production
07/11/12	M. Edwards	100.00	1.00	19	Organize documents for attorney review
07/11/12	N. Bussiere	66.00	0.30	19	Prepare extranet for sharing of documents and information with Carpenter Lipps
07/11/12	N. Bussiere	572.00	2.60	19	Prepare redaction log
07/11/12	N. Bussiere	616.00	2.80	19	Prepare privileged document log
07/11/12	N. Bussiere	396.00	1.80	19	Prepare working copies of closing documents for five deals the SEC is interested in
07/11/12	N. Bussiere	110.00	0.50	19	Conversations with R. Knudson and K. Schubert regarding transition of case to Morrison & Foerster
07/12/12	K. Schubert	29.50	0.10	19	Coordinate processing of documents for production
07/12/12	J. Langdon	244.00	0.40	19	Memoranda to and from and telephone conference with R. Fons regarding transition
07/12/12	J. Langdon	122.00	0.20	19	Telephone conference with P.

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					Carter regarding transition
07/12/12	J. Langdon	244.00	0.40	19	Memoranda to internal team regarding transition process and other matters
07/12/12	J. Langdon	183.00	0.30	19	Draft memorandum regarding document production issues
07/12/12	R. Knudson	220.00	1.00	19	Prepare electronic document production
07/12/12	N. Bussiere	44.00	0.20	19	Conversations with C. Sweeney and J. Stilson regarding transition of case to Morrison & Foerster
07/13/12	M. Weinbeck	47.00	0.20	19	Conference with K. Schubert regarding transfer of case
07/13/12	K. Schubert	413.00	1.40	19	Communications with M. Weinbeck, T. Volpe, M. Stinson, D. Faith, G. Marty, N. Bussiere, J. Stilson, and R. Knudson regarding case transition
07/13/12	J. Langdon	122.00	0.20	19	Memoranda to and from R. Fons regarding transition
07/13/12	J. Langdon	183.00	0.30	19	Memoranda to and from internal team regarding transition
07/13/12	P. Carter	187.50	0.30	19	Review emails regarding transition
07/13/12	N. Bussiere	22.00	0.10	19	Review email from J. Langdon regarding transition of cases to Morrison & Foerster
07/16/12	J. Stilson	157.50	0.50	19	Conference with K. Schubert, N. Bussiere and R. Knudson regarding transition
07/16/12	K. Schubert	118.00	0.40	19	Coordinate case transition
07/16/12	K. Schubert	147.50	0.50	19	Conference with R. Knudson, N.

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				Bussiere, J. Stilson, and K. Rushing regarding case transition
07/16/12	J. Langdon	183.00	0.30 19	Telephone conferences with R. Fons regarding transition
07/16/12	J. Langdon	366.00	0.60 19	Conferences with K. Schubert and J. Stilson regarding transition
07/16/12	R. Knudson	88.00	0.40 19	Conference with legal team regarding case transition to Morrison & Foerster
07/16/12	M. Edwards	40.00	0.40 19	Update index to file with all new client and work product materials for transition to Morrison & Foerster Law Firm
07/16/12	N. Bussiere	176.00	0.80 19	Meeting to transition case to Morrison & Foerster
07/16/12	N. Bussiere	132.00	0.60 19	Memorandum to K. Schubert regarding transition of the SEC LAX privilege and redaction logs
07/16/12	N. Bussiere	132.00	0.60 19	Update internal and SEC version of ResCap production dogs
07/16/12	K. Rushing	107.50	0.50 19	Conference with K. Schubert, J. Stilson, N. Bussiere and R. Knudson regarding transition of files
07/17/12	K. Schubert	295.00	1.00 19	Telephone conference with N. Serfoss regarding status of case and transition
07/17/12	K. Schubert	354.00	1.20 19	Telephone conference with G. Marty, J. Battle, D. Barthel, N. Serfoss, and R. Knudson
07/17/12	K. Schubert	531.00	1.80 19	Coordinate document processing and review

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07/17/12 R. Knudson	440.00	2.00	19	Perform QC of electronic document production prepared by DTI
07/17/12 R. Knudson	286.00	1.30	19	Telephone conference with legal team regarding production and document review status and case transition to Morrison & Foerster
07/17/12 M. Edwards	50.00	0.50	19	Update index to file with all new client and work product materials for transition to Morrison & Foerster Law Firm
07/17/12 N. Bussiere	44.00	0.20	19	Update index to file with new materials in preparation for transition to Morrison & Foerster
07/17/12 N. Bussiere	858.00	3.90	19	Review all correspondence and hard copy documents, creating collection of key documents, emails, and client information for transition to Morrison & Foerster
07/18/12 K. Schubert	1,386.50	4.70	19	Coordinate processing and review of documents for production
07/18/12 J. Langdon	427.00	0.70	19	Memoranda regarding transition and document production concerns
07/18/12 R. Knudson	550.00	2.50	19	Prepare copies of electronic document productions to provide to Morrison & Foerster
07/18/12 R. Knudson	330.00	1.50	19	Communications with DTI regarding technical problems with electronic document production
07/19/12 P. Volpe	23.50	0.10	19	Review and analyze documents for quality control purposes
07/19/12 K. Schubert	206.50	0.70	19	Coordinate processing and review

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					of documents for production
07/19/12	K. Schubert	118.00	0.40	19	Analyze transition status and tasks
07/19/12	J. Langdon	61.00	0.10	19	Draft memoranda regarding transition issues
07/19/12	R. Knudson	44.00	0.20	19	Prepare third level attorney review QC batches of documents to prepare for production
07/19/12	M. Edwards	50.00	0.50	19	Update index to file with all new client and work product materials for transition to Morrison & Foerster Law Firm
07/19/12	N. Bussiere	506.00	2.30	19	Prepare materials for transfer to Morrison & Foerster
07/20/12	P. Volpe	70.50	0.30	19	Conference with K. Schubert regarding review and analysis of documents for quality control purposes
07/20/12	P. Volpe	940.00	4.00	19	Review and analyze documents for quality control purposes
07/20/12	M. Stinson	658.00	2.80	19	Quality control documents for production to the SEC
07/20/12	K. Schubert	590.00	2.00	19	Coordinate processing and review of documents for production
07/20/12	K. Schubert	265.50	0.90	19	Coordinate transition tasks
07/20/12	K. Schubert	147.50	0.50	19	Coordinate production of documents to SEC
07/20/12	R. Knudson	550.00	2.50	19	Perform QC of electronic document production
07/21/12	K. Schubert	590.00	2.00	19	Coordinate transition of document production
07/23/12	P. Volpe	47.00	0.20	19	Organize and compile offering

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					documents review analysis for K. Schubert
07/23/12	K. Schubert	295.00	1.00	19	Coordinate processing of documents for production
07/23/12	K. Schubert	619.50	2.10	19	Coordinate transition of tasks
07/23/12	J. Langdon	427.00	0.70	19	Draft memoranda regarding document production and transition
07/23/12	M. Edwards	30.00	0.30	19	Update index to file with all new client and work product materials for transition to Morrison & Foerster Law Firm
07/23/12	N. Bussiere	66.00	0.30	19	Prepare copy of office file materials for transfer to Morrison & Foerster
07/23/12	N. Bussiere	22.00	0.10	19	Read additional emails regarding VISION database production
07/23/12	N. Bussiere	22.00	0.10	19	Update production tracking with last week's production to the SEC
07/23/12	N. Bussiere	22.00	0.10	19	Review email from G. Marty regarding production
07/23/12	N. Bussiere	22.00	0.10	19	Process executed tolling agreement
07/23/12	N. Bussiere	22.00	0.10	19	Read email regarding potential production of preliminary loan tapes
07/24/12	J. Stilson	567.00	1.80	19	Attend transition meeting with P. Carter, K. Schubert, and Morrison & Foerster attorneys
07/24/12	K. Schubert	1,032.50	3.50	19	Conference with R. Fons, N. Serfoss, P. Carter, J. Stilson and J. Langdon

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07/24/12	K. Schubert	442.50	1.50	19	Draft transition memorandum
07/24/12	K. Schubert	177.00	0.60	19	Coordinate processing of data for production
07/24/12	J. Langdon	976.00	1.60	19	Participate by phone in conference with R. Fons regarding transition
07/24/12	P. Carter	1,562.50	2.50	19	Conference with R. Fons and K. Schubert regarding ResCap transition
07/24/12	R. Knudson	220.00	1.00	19	Communications with DTI and K. Schubert regarding status of outstanding production items
07/24/12	N. Bussiere	176.00	0.80	19	Prepare materials for transfer to Morrison & Foerster
07/24/12	N. Bussiere	22.00	0.10	19	Conference with K. Schubert regarding transfer of materials to Morrison & Foerster
07/25/12	M. Weinbeck	47.00	0.20	19	Conference with K. Schubert regarding compiling documents for transfer of case
07/25/12	K. Schubert	177.00	0.60	19	Coordinate transition of litigation files
07/25/12	J. Langdon	122.00	0.20	19	Conference with K. Schubert regarding transition
07/25/12	N. Bussiere	264.00	1.20	19	Prepare combined spreadsheet of deal analysis by M. Weinbeck and T. Volpe
07/25/12	N. Bussiere	66.00	0.30	19	Prepare materials for transition and shipment to Morrison & Foerster
07/26/12	K. Schubert	59.00	0.20	19	Coordinate processing of documents for production

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07/26/12	J. Langdon	61.00	0.10	19	Telephone conference with R. Fons regarding transition
07/26/12	R. Knudson	154.00	0.70	19	Perform QC of electronic document production from DTI
07/26/12	R. Knudson	22.00	0.10	19	Email correspondence with Morrison & Foerster regarding electronic document production from DTI
07/26/12	N. Bussiere	44.00	0.20	19	Prepare combined spreadsheet of deal analysis by M. Weinbeck and T. Volpe
07/26/12	N. Bussiere	132.00	0.60	19	Update production tracking information for N. Serfloss
07/30/12	R. Knudson	220.00	1.00	19	Prepare copies of electronic document productions to send to Morrison & Foerster
07/31/12	J. Langdon	122.00	0.20	19	Telephone conferences with Mayer Brown regarding Ally Securities subpoena response

Total Hours 167.80

Subtotal for Legal Fees \$49,703.00

Less 10% Discount -\$4,970.30

Total for Legal Fees \$44,732.70

Disbursements and Service Charges

Overnight Delivery Charges 39.59

Total for Disbursements and Service Charges \$39.59

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Total This Invoice \$44,772.29

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
P. Volpe	Associate	8.10	235.00	1,903.50
J. Stilson	Associate	6.60	315.00	2,079.00
M. Weinbeck	Associate	1.80	235.00	423.00
M. Stinson	Associate	4.90	235.00	1,151.50
D. Faith	Associate	2.50	255.00	637.50
K. Schubert	Associate	57.50	295.00	16,962.50
J. Langdon	Partner	13.10	610.00	7,991.00
P. Carter	Partner	7.10	625.00	4,437.50
R. Knudson	Paralegal	31.10	220.00	6,842.00
J. Kragness	Case Assistant	1.00	100.00	100.00
M. Edwards	Case Assistant	2.70	100.00	270.00
N. Bussiere	Paralegal	30.90	220.00	6,798.00
K. Rushing	Paralegal	0.50	215.00	107.50
Total all Timekeepers		167.80		49,703.00

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814835

Client-Matter No.: 355050-00364
Investigation by US SEC-Los Angeles Division

For Legal Services Rendered Through June 30, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$75,582.00
Less 10% Discount	-\$7,558.20
Total For Current Legal Fees	\$68,023.80
Total For Current Disbursements and Service Charges	\$57.46
Total For Current Invoice	\$68,081.26

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:
Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814835

Client-Matter No: 355050-00364

Investigation by US SEC-Los Angeles Division
Client No.: 712734

For Legal Services Rendered Through June 30, 2012

06/01/12 P. Volpe	470.00	2.00	19	Review and analyze offering documents
06/01/12 K. Schubert	177.00	0.60	19	Coordinate processing of documents for production
06/01/12 J. Langdon	488.00	0.80	19	Review legal research and memoranda regarding representation issues
06/01/12 J. Langdon	488.00	0.80	19	Draft memoranda to W. Thompson regarding witness representation and other matters
06/01/12 P. Carter	437.50	0.70	19	Revise joint defense agreement
06/01/12 P. Carter	187.50	0.30	19	Review tolling agreement
06/02/12 K. Schubert	59.00	0.20	19	Coordinate processing of documents for production

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06/02/12	J. Langdon	122.00	0.20	19	Memoranda to J. Battle regarding document review issues
06/03/12	K. Schubert	59.00	0.20	19	Coordinate processing of documents for production
06/03/12	R. Knudson	330.00	1.50	19	Receive and QC updated document production set received from DTI
06/04/12	P. Volpe	634.50	2.70	19	Review and analyze offering documents
06/04/12	K. Schubert	413.00	1.40	19	Coordinate processing of documents for production
06/04/12	J. Langdon	183.00	0.30	19	Telephone conferences and memorandum regarding document protocol
06/04/12	R. Knudson	1,232.00	5.60	19	QC, media of electronic document production to the SEC
06/04/12	N. Bussiere	22.00	0.10	19	Review emails from DTI regarding fixing their problems with document productions and status of document production
06/05/12	P. Volpe	470.00	2.00	19	Review and analyze offering documents
06/05/12	K. Schubert	295.00	1.00	19	Coordinate production of documents to SEC
06/05/12	K. Schubert	147.50	0.50	19	Telephone conference with G. Marty and R. Knudson regarding status of document collection and review
06/05/12	J. Langdon	122.00	0.20	19	Conference with P. Carter regarding status and strategy
06/05/12	J. Langdon	305.00	0.50	19	Memorandum to W. Thompson

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					regarding document review
06/05/12	J. Langdon	366.00	0.60	19	Draft memoranda regarding production issues
06/05/12	R. Knudson	110.00	0.50	19	Telephone conference with K. Schubert and G. Marty regarding status of document collection, review and production
06/05/12	R. Knudson	176.00	0.80	19	Prepare third level attorney review QC batches of documents to prepare for production
06/05/12	N. Bussiere	66.00	0.30	19	Prepare updates to Work in Progress list and internal Dorsey to-do list with items requested by the SEC in June 1 conference call
06/06/12	J. Langdon	183.00	0.30	19	Draft memoranda regarding witness indemnification issues
06/06/12	R. Knudson	110.00	0.50	19	Prepare third level review sets of documents to prepare for production
06/07/12	P. Volpe	728.50	3.10	19	Review and analyze documents for purposes of quality control
06/07/12	P. Volpe	329.00	1.40	19	Review and analyze offering documents
06/07/12	K. Schubert	177.00	0.60	19	Coordinate review of documents for production
06/07/12	J. Langdon	183.00	0.30	19	Draft memoranda regarding production issues
06/07/12	J. Langdon	183.00	0.30	19	Conference with P. Carter regarding status and strategy
06/07/12	J. Langdon	427.00	0.70	19	Research regarding witness indemnification and representation issues

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06/07/12 P. Carter	250.00	0.40	19	Review revised tolling agreement
06/07/12 P. Carter	62.50	0.10	19	Draft email regarding revised tolling agreement
06/08/12 K. Schubert	147.50	0.50	19	Coordinate review of documents for production
06/08/12 J. Langdon	122.00	0.20	19	Memoranda and telephone conferences regarding production
06/08/12 J. Langdon	1,098.00	1.80	19	Review key bankruptcy filings
06/08/12 R. Knudson	66.00	0.30	19	Prepare third level review QC sets to prepare documents for production
06/10/12 M. Stinson	564.00	2.40	19	Review documents for production quality check to be produced to SEC pursuant to investigation
06/10/12 D. Faith	739.50	2.90	19	Review documents for production
06/11/12 M. Weinbeck	1,950.50	8.30	19	Review prospectus supplements
06/11/12 K. Schubert	118.00	0.40	19	Telephone conferences with P. Carter, W. Thompson, L. Delehey, B. Smith, J. Battle, T. Underhill and G. Marty regarding status of SEC investigation
06/11/12 K. Schubert	147.50	0.50	19	Coordinate review and processing of documents for production
06/11/12 J. Langdon	732.00	1.20	19	Memoranda regarding production issues and witness strategy
06/11/12 J. Langdon	244.00	0.40	19	Conferences regarding production issues and witness strategy
06/11/12 P. Carter	312.50	0.50	19	Telephone conference with team
06/11/12 P. Carter	187.50	0.30	19	Draft memorandum regarding telephone conference with team

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06/11/12 P. Carter	312.50	0.50	19	Telephone conference with SEC
06/11/12 P. Carter	312.50	0.50	19	Review work in progress list
06/11/12 R. Knudson	154.00	0.70	19	Prepare third level review QC sets to prepare documents for production
06/11/12 N. Bussiere	66.00	0.30	19	Prepare listing of complaints produced in February 2012 for Carpenter Lipps
06/11/12 N. Bussiere	66.00	0.30	19	Process June 5, 2012 production to the SEC and update production tracking spreadsheet
06/11/12 K. Rushing	21.50	0.10	19	Review and draft emails regarding document production
06/12/12 P. Volpe	258.50	1.10	19	Conference with K. Schubert and M. Weinbeck regarding review and analysis of offering documents
06/12/12 M. Weinbeck	1,081.00	4.60	19	Review and analyze prospectus supplements
06/12/12 M. Weinbeck	235.00	1.00	19	Conference with K. Schubert and T. Volpe regarding status of review and analysis of prospectus supplements
06/12/12 D. Faith	408.00	1.60	19	Review documents for production
06/12/12 K. Schubert	177.00	0.60	19	Telephone conference with P. Carter, R. Lasky, B. Smyth, J. Battle and J. Lipps regarding status of subpoena response
06/12/12 K. Schubert	147.50	0.50	19	Telephone conference with J. Battle and G. Marty regarding status of document production
06/12/12 K. Schubert	1,534.00	5.20	19	Coordinate production of

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					documents to SEC
06/12/12	J. Langdon	427.00	0.70	19	Review key filings in bankruptcy proceedings
06/12/12	J. Langdon	244.00	0.40	19	Memoranda and conferences regarding document review and production
06/12/12	P. Carter	312.50	0.50	19	Revise proposed response
06/12/12	R. Knudson	88.00	0.40	19	Telephone conference with K. Schubert regarding document review and production status
06/12/12	R. Knudson	110.00	0.50	19	Coordinate processing and loading of electronic data received from Kroll Ontrack into document management database to facilitate attorney review and production
06/12/12	R. Knudson	110.00	0.50	19	Perform production QC searches to identify documents requiring further review for production
06/12/12	J. Kragness	30.00	0.30	19	Prepare electronically stored information of L. Gess and W. Thompson for attorney review in document management system
06/12/12	J. Kragness	60.00	0.60	19	Process L. Gess and W. Thompson document data to document management system to allow for database searches
06/13/12	P. Volpe	164.50	0.70	19	Review and analyze documents for quality control purposes
06/13/12	M. Stinson	399.50	1.70	19	Review documents for production and QC for production in response to SEC subpoena
06/13/12	D. Faith	357.00	1.40	19	Review documents for production

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06/13/12 K. Schubert	2,124.00	7.20	19	Coordinate review, processing, and production of documents
06/13/12 J. Langdon	244.00	0.40	19	Draft memoranda regarding status of document review and production
06/13/12 J. Langdon	61.00	0.10	19	Conference with P. Carter regarding strategy
06/13/12 P. Carter	187.50	0.30	19	Review response to B. Smyth question
06/13/12 R. Knudson	110.00	0.50	19	Conference with K. Schubert, N. Bussiere and K. Rushing regarding status of discovery projects
06/13/12 R. Knudson	220.00	1.00	19	Finalize electronic document production to DTI
06/13/12 R. Knudson	660.00	3.00	19	Prepare electronic document production of complaint and management report documents to the SEC
06/13/12 R. Knudson	110.00	0.50	19	Investigate technical issues with 6/4/12 document production as reported by the SEC
06/13/12 N. Bussiere	176.00	0.80	19	Conference with K. Schubert regarding document production issues and projects
06/13/12 N. Bussiere	22.00	0.10	19	Prepare new client complaints for production
06/13/12 K. Rushing	172.00	0.80	19	Conference with K. Schubert, N. Bussiere and R. Knudson regarding status of document productions and various items
06/14/12 P. Volpe	188.00	0.80	19	Review and analyze documents for quality control purposes

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06/14/12 P. Volpe	164.50	0.70	19	Review offering documents and analyze disclosures over time period of several months
06/14/12 K. Schubert	147.50	0.50	19	Telephone conference with J. Shieler, G. Marty, and R. Knudson regarding processing of documents for production
06/14/12 K. Schubert	295.00	1.00	19	Coordinate collection, processing, and review of documents for production
06/14/12 J. Langdon	244.00	0.40	19	Memoranda to and from B. Smith regarding recent record custodian subpoena
06/14/12 J. Langdon	61.00	0.10	19	Conference with P. Carter regarding strategy and new subpoena
06/14/12 J. Langdon	183.00	0.30	19	Review key bankruptcy filings
06/14/12 J. Langdon	366.00	0.60	19	Analyze new subpoena
06/14/12 J. Langdon	61.00	0.10	19	Telephone conferences with B. Smith regarding recent record custodian subpoena
06/14/12 R. Knudson	88.00	0.40	19	Conference with K. Schubert, DTI and G. Marty regarding document production processing
06/14/12 R. Knudson	396.00	1.80	19	Prepare overlay metadata file with corrected attachment range information of 6/4/12 document production
06/14/12 R. Knudson	550.00	2.50	19	Finalize request for electronic document production to DTI
06/14/12 N. Bussiere	22.00	0.10	19	Update production log with newly produced documents

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06/15/12 P. Volpe	94.00	0.40	19	Conference with M. Weinbeck regarding results of review and analysis of offering documents
06/15/12 P. Volpe	117.50	0.50	19	Review offering documents for further analysis
06/15/12 M. Weinbeck	117.50	0.50	19	Conference with T. Volpe regarding exemplar prospectus supplements
06/15/12 J. Langdon	488.00	0.80	19	Telephone conference with W. Thompson regarding status and strategy
06/15/12 J. Langdon	183.00	0.30	19	Conference with P. Carter regarding status and strategy
06/15/12 J. Langdon	488.00	0.80	19	Telephone conference with client team regarding new subpoena
06/15/12 P. Carter	625.00	1.00	19	Telephone conference with ResCap group
06/15/12 P. Carter	62.50	0.10	19	Telephone conference with B. Smyth
06/15/12 P. Carter	312.50	0.50	19	Telephone conference with J. Blashko
06/18/12 K. Schubert	88.50	0.30	19	Coordinate processing of documents for production
06/18/12 J. Langdon	122.00	0.20	19	Conference with P. Carter regarding B. Smyth concerns
06/18/12 J. Langdon	122.00	0.20	19	Draft memorandum regarding defense strategy
06/18/12 P. Carter	312.50	0.50	19	Telephone conference with B. Smyth
06/18/12 P. Carter	312.50	0.50	19	Telephone conference with defense group

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06/18/12 R. Knudson	110.00	0.50	19	Communications with G. Marty regarding use of Ringtail document database
06/19/12 K. Schubert	649.00	2.20	19	Coordinate collection, processing and review of documents for production
06/19/12 J. Langdon	61.00	0.10	19	Prepare notes regarding witness interview issues
06/19/12 P. Carter	312.50	0.50	19	Telephone conference with defense team
06/19/12 P. Carter	312.50	0.50	19	Review issues regarding SEC
06/19/12 P. Carter	312.50	0.50	19	Review spreadsheet
06/19/12 R. Knudson	154.00	0.70	19	Coordinate processing and loading of management report email data received from Kroll Ontrack into document management database to facilitate attorney review and production
06/19/12 R. Knudson	440.00	2.00	19	Communications with DTI and legal team regarding status of document production processing
06/20/12 J. Stilson	31.50	0.10	19	Telephone conference with K. Schubert regarding status of Homecomings documents
06/20/12 M. Weinbeck	70.50	0.30	19	Prepare summaries of prospective supplements
06/20/12 K. Schubert	354.00	1.20	19	Conferences with G. Marty, R. Knudson, and N. Bussiere regarding review and production of documents
06/20/12 K. Schubert	796.50	2.70	19	Coordinate review, collection and processing of documents for

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					production
06/20/12	J. Langdon	183.00	0.30	19	Draft memoranda regarding production status and issues
06/20/12	J. Langdon	122.00	0.20	19	Telephone conference with P. Carter regarding status and strategy
06/20/12	P. Carter	312.50	0.50	19	Review materials
06/20/12	P. Carter	437.50	0.70	19	Telephone conference with W. Thompson
06/20/12	P. Carter	187.50	0.30	19	Review Access issue
06/20/12	R. Knudson	286.00	1.30	19	Participate in document collection, review and production status call with G. Marty, K. Schubert and N. Bussiere
06/20/12	N. Bussiere	242.00	1.10	19	Conference call with G. Marty, R. Knudson and K. Schubert to discuss status of all outstanding projects
06/21/12	K. Schubert	619.50	2.10	19	Coordinate collection, processing and review of documents for production
06/21/12	J. Langdon	366.00	0.60	19	Draft memoranda regarding document production and other matters
06/21/12	P. Carter	312.50	0.50	19	Review Access information
06/21/12	P. Carter	500.00	0.80	19	Telephone conference with team regarding SEC testimony
06/21/12	R. Knudson	110.00	0.50	19	Prepare electronic document production of native Investor database
06/21/12	R. Knudson	814.00	3.70	19	Perform QC of electronic

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					document production received from DTI
06/21/12	N. Bussiere	22.00	0.10	19	Emails from DTI and R. Knudson regarding status of Friday's production to the SEC
06/22/12	J. Stilson	409.50	1.30	19	Draft witness memorandum for J. Young
06/22/12	J. Stilson	283.50	0.90	19	Conference with K. Schubert and N. Bussiere regarding fact gathering projects in support of defense
06/22/12	M. Weinbeck	235.00	1.00	19	Prepare prospective supplements for review
06/22/12	M. Weinbeck	94.00	0.40	19	Conference with K. Schubert and T. Volpe regarding review of prospective supplements
06/22/12	K. Schubert	265.50	0.90	19	Conference with J. Stilson and N. Bussiere regarding document productions and claim analysis
06/22/12	K. Schubert	265.50	0.90	19	Coordinate review and processing of documents for production
06/22/12	J. Langdon	122.00	0.20	19	Conference with K. Schubert regarding document review process and coding issues
06/22/12	R. Knudson	506.00	2.30	19	Perform QC of hard drive of electronic document production received from DTI
06/22/12	N. Bussiere	286.00	1.30	19	Conference with K. Schubert and J. Stilson to discuss review of prospectuses and SEC filings, custodian deposition preparation, and document review and production

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06/22/12	N. Bussiere	44.00	0.20	19	Prepare meeting notes and to-do list
06/22/12	N. Bussiere	22.00	0.10	19	Prepare foam core blow-up of organizational chart
06/22/12	N. Bussiere	110.00	0.50	19	Prepare index of SEC filings
06/22/12	N. Bussiere	44.00	0.20	19	Review emails from DTI and R. Knudson regarding status of production of hard drive to the SEC
06/22/12	N. Bussiere	22.00	0.10	19	Update document production spreadsheet with Investor Database production
06/22/12	J. Lanz	412.50	1.50	19	Compile Residential Capital SEC filings for N. Bussiere
06/22/12	K. Rushing	107.50	0.50	19	Review email communications and documents relating to productions
06/22/12	K. Rushing	64.50	0.30	19	Telephone conference with N. Bussiere regarding meeting and upcoming productions
06/22/12	K. Rushing	43.00	0.20	19	Email communications with N. Bussiere regarding meeting and upcoming productions
06/23/12	J. Stilson	220.50	0.70	19	Complete witness memorandum for J. Young
06/23/12	K. Schubert	88.50	0.30	19	Review correspondence with SEC regarding document productions
06/24/12	J. Stilson	535.50	1.70	19	Complete witness memoranda for Olson and Lundsten
06/24/12	K. Schubert	1,711.00	5.80	19	Review and analyze SEC investigation and claims

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06/25/12 K. Schubert	177.00	0.60	19	Telephone conference with W. Thompson, J. Battle, B. Smith, P. Carter, P. Zellmann and T. Underhill regarding SEC call preparation
06/25/12 K. Schubert	265.50	0.90	19	Telephone conference with R. Lasky, B. Smyth, J. Battle, and P. Carter regarding status of investigation
06/25/12 K. Schubert	1,298.00	4.40	19	Coordinate collection, processing and review of documents for production
06/25/12 J. Langdon	366.00	0.60	19	Address coding issue
06/25/12 J. Langdon	305.00	0.50	19	Conference with client and team regarding status and strategy
06/25/12 J. Langdon	122.00	0.20	19	Draft memoranda regarding telephone conference with SEC
06/25/12 J. Langdon	183.00	0.30	19	Review key bankruptcy-related filings
06/25/12 P. Carter	500.00	0.80	19	Telephone conference with SEC
06/25/12 P. Carter	312.50	0.50	19	Telephone conference with team regarding production
06/25/12 N. Bussiere	286.00	1.30	19	Prepare index of SEC filings
06/25/12 N. Bussiere	22.00	0.10	19	Conference with IRC regarding expansion of search for SEC filings and investor call materials
06/25/12 N. Bussiere	22.00	0.10	19	Conference with K. Schubert regarding organization and review of SEC filings
06/25/12 N. Bussiere	66.00	0.30	19	Prepare collection of enlarged organizational charts

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06/25/12	N. Bussiere	22.00	0.10	19	Conference with K. Schubert regarding outcomes from conference call with the SEC
06/25/12	N. Bussiere	44.00	0.20	19	Prepare copy of management reports without parent emails for J. Langdon review
06/25/12	N. Bussiere	22.00	0.10	19	Conference with K. Schubert regarding email from SEC regarding problems with electronic productions
06/25/12	N. Bussiere	66.00	0.30	19	Prepare updated SEC production chart for K. Schubert use during SEC call
06/25/12	J. Lanz	165.00	0.60	19	Provide N. Bussiere with copies of the forms 10K filed by Residential Capital for the years 2002 through 2005 and 2009 through 2011
06/26/12	J. Stilson	63.00	0.20	19	Telephone conference with G. Marty regarding Homecomings file issue
06/26/12	K. Schubert	147.50	0.50	19	Telephone conference with G. Marty, R. Knudson and N. Bussiere regarding status of document productions
06/26/12	K. Schubert	147.50	0.50	19	Conference with R. Knudson and N. Bussiere regarding project status
06/26/12	K. Schubert	295.00	1.00	19	Telephone conference with T. Underhill and G. Marty regarding search terms
06/26/12	K. Schubert	619.50	2.10	19	Coordinate collection and review of documents for production

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06/26/12 R. Knudson	330.00	1.50	19	Communications with J. Shipler at DTI regarding status of production processing and other outstanding document review and production items
06/26/12 R. Knudson	242.00	1.10	19	Telephone conference with K. Schubert, G. Marty and N. Bussiere regarding discovery items
06/26/12 M. Edwards	150.00	1.50	19	Prepare notebooks of SEC filings for review by attorneys
06/26/12 N. Bussiere	154.00	0.70	19	Prepare binders of 10-Ks and 10-Qs
06/26/12 N. Bussiere	242.00	1.10	19	Conference call with K. Schubert, R. Knudson and G. Marty regarding status of document review and document production
06/26/12 N. Bussiere	44.00	0.20	19	Prepare agenda for conference call with Carpenter Lipps
06/26/12 N. Bussiere	22.00	0.10	19	Follow up with J. Stilson regarding Homecomings website collection
06/26/12 N. Bussiere	22.00	0.10	19	Prepare to-do list from team meeting
06/26/12 N. Bussiere	176.00	0.80	19	Search database for parent emails of management reports
06/27/12 K. Schubert	147.50	0.50	19	Telephone conference with J. Battle, G. Marty and J. Langdon regarding document analysis
06/27/12 K. Schubert	796.50	2.70	19	Coordinate collection, processing and review of documents for production

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06/27/12	J. Langdon	1,403.00	2.30	19	Attention to satisfaction of SEC demands with SEC
06/27/12	R. Knudson	220.00	1.00	19	Perform test import of document production load files into Concordance database for final QC
06/27/12	R. Knudson	286.00	1.30	19	Prepare third level attorney review QC batches of documents to prepare for production
06/27/12	R. Knudson	220.00	1.00	19	Perform test import of document production load files into Concordance database for final QC
06/27/12	M. Edwards	330.00	3.30	19	Prepare notebooks of SEC filings for review by attorneys
06/27/12	N. Bussiere	110.00	0.50	19	Prepare binders of 10-Ks and 10-Qs
06/27/12	N. Bussiere	462.00	2.10	19	Search database for parent emails of management reports
06/28/12	P. Volpe	916.50	3.90	19	Review and analyze documents for quality control purposes
06/28/12	D. Faith	994.50	3.90	19	Review documents for production
06/28/12	K. Schubert	1,976.50	6.70	19	Conferences with W. Thompson, P. Carter, J. Langdon, J. Battle, J. Lipps, B. Smith, P. Zellmann, T. Underhill, J. Ruckdaschel and J. Blaschko regarding subpoena response strategy
06/28/12	J. Langdon	3,660.00	6.00	19	Prepare for conference with W. Thompson and internal team regarding upcoming depositions and document production matters

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06/28/12	J. Langdon	122.00	0.20	19	Draft memoranda regarding document collection and other matters
06/28/12	P. Carter	4,375.00	7.00	19	Attend summit
06/28/12	R. Knudson	638.00	2.90	19	Verify receipt of transmitting email files for management reports produced to SEC
06/28/12	R. Knudson	110.00	0.50	19	Communication with DTI regarding password protected excel files produced to SEC
06/28/12	N. Bussiere	44.00	0.20	19	Update production spreadsheet with newest productions
06/28/12	N. Bussiere	132.00	0.60	19	Locate orphan management report cover emails in database
06/29/12	P. Volpe	329.00	1.40	19	Review and analyze documents for quality control purposes
06/29/12	P. Volpe	117.50	0.50	19	Telephone conference with K. Schubert and N. Bussiere regarding review and analysis of documents for quality control purposes
06/29/12	K. Schubert	1,003.00	3.40	19	Coordinate processing, collection and review of documents for production
06/29/12	K. Schubert	442.50	1.50	19	Telephone conferences with G. Marty, R. Knudson, and T. Volpe regarding document family collection
06/29/12	J. Langdon	183.00	0.30	19	Prepare for and conference with P. Carter and K. Schubert regarding upcoming tasks and defense strategy issues

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06/29/12	J. Langdon	122.00	0.20	19	Draft memoranda regarding document production issues
06/29/12	P. Carter	187.50	0.30	19	Conference with J. Langdon and K. Schubert
06/29/12	R. Knudson	66.00	0.30	19	Coordinate third level document review assignments
06/29/12	R. Knudson	176.00	0.80	19	Address technical problem with data in Discovery Partner database with J. Shieler
06/29/12	R. Knudson	506.00	2.30	19	QC load files of MBIA Rating Agency production documents
06/29/12	N. Bussiere	66.00	0.30	19	Conference with K. Schubert and T. Volpe regarding third level review and issues with DTI processing of emails without family members
06/29/12	N. Bussiere	44.00	0.20	19	Conference with R. Knudson regarding third level review and issues with DTI processing of emails without family members
06/29/12	N. Bussiere	396.00	1.80	19	Address third level T. Volpe batch of responsive documents for issues of blank emails and links to newsletters that should have been tagged non-responsive
06/30/12	K. Schubert	295.00	1.00	19	Draft email memorandum reflecting issues with document collection, processing, and review

Total Hours 236.00

Subtotal for Legal Fees \$75,582.00

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Less 10% Discount **-\$7,558.20**

Total for Legal Fees **\$68,023.80**

Disbursements and Service Charges

Overnight Delivery Charges 57.46

Total for Disbursements and Service Charges **\$57.46**

Total This Invoice **\$68,081.26**

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
P. Volpe	Associate	21.20	235.00	4,982.00
J. Stilson	Associate	4.90	315.00	1,543.50
M. Weinbeck	Associate	16.10	235.00	3,783.50
M. Stinson	Associate	4.10	235.00	963.50
D. Faith	Associate	9.80	255.00	2,499.00
K. Schubert	Associate	63.10	295.00	18,614.50
J. Langdon	Partner	26.00	610.00	15,860.00
P. Carter	Partner	19.60	625.00	12,250.00
R. Knudson	Paralegal	44.70	220.00	9,834.00
J. Kragness	Case Assistant	0.90	100.00	90.00
M. Edwards	Case Assistant	4.80	100.00	480.00
N. Bussiere	Paralegal	16.80	220.00	3,696.00
J. Lanz	Paralegal	2.10	275.00	577.50
K. Rushing	Paralegal	1.90	215.00	408.50
Total all Timekeepers		236.00		75,582.00

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814814

Client-Matter No.: 355050-00364
Investigation by US SEC-Los Angeles Division

For Legal Services Rendered Through May 31, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$45,937.00
Less 10% Discount	-\$4,593.70
Total For Current Legal Fees	\$41,343.30
Total For Current Disbursements and Service Charges	\$41.73
Total For Current Invoice	\$41,385.03

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:
Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814814

Client-Matter No: 355050-00364

Investigation by US SEC-Los Angeles Division
Client No.: 712734

For Legal Services Rendered Through May 31, 2012

05/14/12 P. Volpe	587.50	2.50	19	Review and analyze offering documents
05/14/12 P. Volpe	141.00	0.60	19	Review and analyze SEC subpoena
05/14/12 K. Schubert	442.50	1.50	19	Coordinate review, collection, and processing of documents
05/14/12 J. Langdon	183.00	0.30	19	Draft memoranda regarding production issues and other matters
05/14/12 R. Knudson	110.00	0.50	19	Perform searches in DTI database of Compliance documents to verify
05/14/12 R. Knudson	88.00	0.40	19	Review search syntax of DTI potentially privileged name list
05/14/12 R. Knudson	220.00	1.00	19	QC coding to prepare for third

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					level review
05/14/12	J. Kragness	30.00	0.30	19	Prepare electronically stored information of DTI documents for attorney review in document management system
05/14/12	J. Kragness	30.00	0.30	19	Process DTI document data to document management system to allow for database searches
05/15/12	P. Volpe	1,433.50	6.10	19	Review and analyze offering documents
05/15/12	M. Stinson	164.50	0.70	19	Research per K. Schubert regarding whether a bankruptcy automatic stay applies to SEC enforcement actions
05/15/12	M. Stinson	70.50	0.30	19	Draft email per K. Schubert regarding whether a bankruptcy automatic stay applies to SEC enforcement actions
05/15/12	K. Schubert	118.00	0.40	19	Coordinate review and processing of documents
05/15/12	K. Schubert	118.00	0.40	19	Telephone conference with G. Marty regarding status of document collection and review
05/15/12	J. Langdon	61.00	0.10	19	Draft memoranda regarding status of production
05/15/12	R. Knudson	88.00	0.40	19	Analysis regarding collection of email documents transmitting management report documents
05/15/12	R. Knudson	66.00	0.30	19	Discussion with G. Marty regarding collection of email documents transmitting management report documents

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05/15/12 N. Bussiere	88.00	0.40	19	Update document production spreadsheet and spreadsheet sent to SEC
05/15/12 N. Bussiere	22.00	0.10	19	Update project list for Dorsey/Carpenter Lipps
05/15/12 N. Bussiere	22.00	0.10	19	Production of additional management reports, audit reports, and due diligence materials
05/15/12 N. Bussiere	22.00	0.10	19	Review email from K. Schubert regarding listing of attorney names for privilege review and review protocol and receipt of data load summary
05/15/12 N. Bussiere	22.00	0.10	19	Review email from J. Langdon regarding bankruptcy filing of ResCap
05/15/12 N. Bussiere	22.00	0.10	19	Review email from K. Schubert regarding projects and information from telephone call with SEC
05/15/12 N. Bussiere	22.00	0.10	19	Review emails from DTI regarding investigation and correction of their errors in database
05/15/12 N. Bussiere	44.00	0.20	19	Review emails from G. Marty and K. Schubert regarding the document collection and production of emails attached to management reports
05/16/12 P. Volpe	517.00	2.20	19	Review and analyze offering documents
05/16/12 M. Stinson	258.50	1.10	19	Research the origin and application of 11 U.S.C. 362(b)(25) and whether it applies

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					to the SEC when an entity under investigation files bankruptcy
05/16/12	K. Schubert	236.00	0.80	19	Coordinate collection and review of documents
05/16/12	J. Langdon	183.00	0.30	19	Conference with M. Ware regarding response to subpoenas
05/16/12	R. Knudson	308.00	1.40	19	Perform QC of compliance data review to identify documents requiring further attorney review
05/17/12	K. Schubert	177.00	0.60	19	Telephone conference with SEC team
05/17/12	K. Schubert	944.00	3.20	19	Coordinate collection, review and processing of documents for production
05/17/12	J. Langdon	183.00	0.30	19	Telephone conference with P. Carter regarding status and strategy
05/17/12	P. Carter	312.50	0.50	19	Telephone conference with defense team regarding SEC issues
05/17/12	P. Carter	312.50	0.50	19	Telephone conference with SEC
05/17/12	P. Carter	312.50	0.50	19	Prepare for SEC call and review production issues
05/17/12	R. Knudson	440.00	2.00	19	Perform QC of corrected production data received from DTI
05/18/12	P. Volpe	235.00	1.00	19	Document review quality control training
05/18/12	P. Volpe	540.50	2.30	19	Review and analyze offering documents
05/18/12	M. Stinson	282.00	1.20	19	Attend document review interface and protocol training session
05/18/12	K. Schubert	295.00	1.00	19	Conference with R. Knudson, M.

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					Stinson and T. Volpe regarding review training
05/18/12	K. Schubert	737.50	2.50	19	Coordinate collection, processing and review of documents for production to SEC
05/18/12	J. Langdon	61.00	0.10	19	Draft memoranda regarding production issues
05/18/12	J. Langdon	122.00	0.20	19	Telephone conferences with B. Smith regarding indemnification and other issues
05/18/12	J. Langdon	244.00	0.40	19	Analyze shared services agreement and potential conflicts issue regarding joint representations
05/18/12	J. Langdon	122.00	0.20	19	Conference with P. Carter regarding status and strategy
05/18/12	P. Carter	312.50	0.50	19	Telephone conference with B. Smith regarding SEC issues
05/18/12	P. Carter	312.50	0.50	19	Telephone conference with G. Lee regarding SEC issues
05/18/12	P. Carter	312.50	0.50	19	Review services agreement
05/18/12	R. Knudson	440.00	2.00	19	Verify receipt of transmittal emails for management report documents from Kroll Ontrack database
05/18/12	R. Knudson	396.00	1.80	19	Reviewer training for third level document review in Discovery Partner database
05/21/12	P. Volpe	141.00	0.60	19	Review and analyze background materials for Discovery Partner document review
05/21/12	M. Stinson	235.00	1.00	19	Review documents for production to the SEC

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05/21/12	D. Faith	357.00	1.40	19	Review documents for production
05/21/12	K. Schubert	295.00	1.00	19	Telephone conference with P. Carter, J. Battle, J. Ruckdaschel, P. Carter and others regarding SEC response
05/21/12	K. Schubert	295.00	1.00	19	Coordinate review and collection of documents for production
05/21/12	J. Langdon	183.00	0.30	19	Draft memoranda regarding status of production and related issues
05/21/12	P. Carter	187.50	0.30	19	Telephone conference with B. Smith regarding status
05/21/12	P. Carter	312.50	0.50	19	Telephone conference with E. Schnabel, T. Kelly, K. Jorgensen regarding bankruptcy issues
05/21/12	P. Carter	625.00	1.00	19	Review shared services agreement
05/21/12	P. Carter	312.50	0.50	19	Telephone conference with defense team regarding status
05/21/12	P. Carter	312.50	0.50	19	Telephone conference with SEC
05/21/12	P. Carter	125.00	0.20	19	Draft email regarding telephone conference with SEC
05/21/12	R. Knudson	110.00	0.50	19	Perform Discovery Partner review training for D. Faith
05/22/12	P. Volpe	23.50	0.10	19	Telephone conference with R. Knudson regarding quality control document review
05/22/12	P. Volpe	235.00	1.00	19	Review and analyze offering documents including notation of observations and patterns from documents analyzed thus far
05/22/12	P. Volpe	23.50	0.10	19	Email to K. Schubert regarding quality control

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05/22/12	D. Faith	637.50	2.50	19	Review documents for production
05/22/12	K. Schubert	354.00	1.20	19	Coordinate collection, processing and review of documents for production
05/22/12	K. Schubert	147.50	0.50	19	Telephone conference with G. Marty regarding collection, processing and review of documents for production
05/22/12	J. Langdon	1,159.00	1.90	19	Conferences regarding strategy and potential conflicts
05/22/12	P. Carter	125.00	0.20	19	Exchange emails with G. Lee regarding tolling issues
05/22/12	P. Carter	312.50	0.50	19	Review tolling agreement issue
05/22/12	P. Carter	187.50	0.30	19	Conference with B. Smith regarding tolling agreement
05/22/12	P. Carter	625.00	1.00	19	Conference with team regarding bankruptcy protocol
05/22/12	P. Carter	125.00	0.20	19	Conference with team regarding document review
05/22/12	R. Knudson	220.00	1.00	19	Communications with G. Marty and Kroll Ontrack regarding email data transmitting management report documents as requested by the SEC
05/22/12	N. Bussiere	198.00	0.90	19	Conference call with G. Marty and K. Schubert regarding status of discovery projects
05/23/12	M. Stinson	164.50	0.70	19	Review documents for production
05/23/12	D. Faith	178.50	0.70	19	Review documents for production
05/23/12	K. Schubert	236.00	0.80	19	Coordinate review, collection, and processing of documents

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



Residential Funding Company, LLC
Client-Matter No.: 355050-00364
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August 7, 2012
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05/23/12 J. Langdon	183.00	0.30	19	Conference with P. Carter and K. Schubert regarding strategy
05/23/12 J. Langdon	183.00	0.30	19	Telephone conference with W. Thompson regarding status and strategy
05/23/12 J. Langdon	610.00	1.00	19	Draft memoranda regarding representation of individual witnesses and other discovery matters
05/23/12 J. Langdon	122.00	0.20	19	Telephone conferences regarding representation of individual witnesses and other discovery matters
05/23/12 P. Carter	625.00	1.00	19	Review bankruptcy documents
05/23/12 P. Carter	125.00	0.20	19	Conference with J. Langdon
05/23/12 R. Knudson	220.00	1.00	19	Prepare third level attorney review batches of selected Compliance and business report documents
05/23/12 R. Knudson	330.00	1.50	19	Perform document database searches to QC and verify production set in Compliance documents
05/24/12 P. Volpe	235.00	1.00	19	Review and analyze documents for purposes of quality control
05/24/12 M. Stinson	305.50	1.30	19	Review documents for production to the Securities and Exchange Commission
05/24/12 K. Schubert	324.50	1.10	19	Coordinate review and processing of documents for production
05/24/12 J. Langdon	671.00	1.10	19	Telephone conference with W. Thompson and L. Delehy regarding strategy and separate

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Residential Funding Company, LLC
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					interest issues
05/24/12	J. Langdon	610.00	1.00	19	Telephone conferences with external team regarding strategy and separate interest issues
05/24/12	P. Carter	125.00	0.20	19	Telephone conference with R. Lasky regarding tolling agreement
05/24/12	P. Carter	812.50	1.30	19	Conference with B. Thompson and L. Delehey regarding status
05/24/12	P. Carter	437.50	0.70	19	Conference with defense team regarding SEC matter
05/24/12	P. Carter	125.00	0.20	19	Telephone conference with J. Ruckdaschel regarding status
05/24/12	R. Knudson	66.00	0.30	19	Prepare third level review QC sets of Business Report documents
05/24/12	R. Knudson	66.00	0.30	19	Perform Discovery Partner database training with T. Volpe
05/24/12	R. Knudson	66.00	0.30	19	Conference with K. Schubert regarding status of document review and production preparations
05/24/12	R. Knudson	352.00	1.60	19	Correspondence with Kroll Ontrack regarding identification and collection of email documents attaching Management Report documents as requested by the SEC
05/24/12	R. Knudson	154.00	0.70	19	Troubleshoot technical issues with reporting function with DTI technical support team
05/25/12	P. Volpe	117.50	0.50	19	Conference with K. Schubert regarding research and analysis of offering documents

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05/25/12 P. Volpe	23.50	0.10	19	Telephone conference with M. Weinbeck regarding research and analysis of offering documents
05/25/12 M. Weinbeck	117.50	0.50	19	Conference with K. Schubert and P. Volpe regarding review of prospectus materials
05/25/12 M. Weinbeck	70.50	0.30	19	Review of prospectus materials
05/25/12 K. Schubert	147.50	0.50	19	Review documents for production
05/25/12 K. Schubert	59.00	0.20	19	Correspondence with J. Battle regarding production of data
05/25/12 K. Schubert	442.50	1.50	19	Coordinate review and processing of documents for production
05/25/12 J. Langdon	61.00	0.10	19	Draft memorandum regarding document production issues
05/25/12 P. Carter	312.50	0.50	19	Review joint defense documents
05/25/12 P. Carter	937.50	1.50	19	Draft memorandum regarding shared services agreement and related issues
05/25/12 R. Knudson	220.00	1.00	19	Finalize document production request to DTI
05/25/12 N. Bussiere	22.00	0.10	19	Prepare documents for production
05/27/12 P. Volpe	117.50	0.50	19	Review offering documents
05/28/12 P. Volpe	705.00	3.00	19	Review and analyze offering documents
05/28/12 J. Langdon	183.00	0.30	19	Outline upcoming issues and tasks
05/29/12 P. Volpe	587.50	2.50	19	Review and analyze offering documents
05/29/12 J. Stilson	189.00	0.60	19	Confer with K. Schubert regarding status of projects and collection efforts

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Residential Funding Company, LLC
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05/29/12 K. Schubert	295.00	1.00	19	Conference with J. Stilson regarding status of subpoena response
05/29/12 K. Schubert	295.00	1.00	19	Review work in progress list
05/29/12 K. Schubert	147.50	0.50	19	Coordinate review and processing of documents for production
05/29/12 J. Langdon	488.00	0.80	19	Draft memoranda regarding document production and defense strategy
05/29/12 P. Carter	312.50	0.50	19	Review tolling agreement
05/29/12 P. Carter	125.00	0.20	19	Draft memorandum regarding SOL
05/29/12 P. Carter	312.50	0.50	19	Revise shared service agreement
05/29/12 P. Carter	312.50	0.50	19	Telephone conference with SEC regarding status
05/29/12 P. Carter	312.50	0.50	19	Draft email regarding status
05/29/12 N. Bussiere	22.00	0.10	19	Conference with R. Knudson regarding production of documents
05/30/12 R. Mallard	500.50	1.30	19	Review shared services agreement for issues with shared legal services
05/30/12 R. Mallard	154.00	0.40	19	Conference with J. Langdon regarding shared services agreement
05/30/12 R. Mallard	154.00	0.40	19	Correspondence with J. Langdon regarding additional review of shared services agreement
05/30/12 K. Schubert	944.00	3.20	19	Coordinate review and processing of documents for production

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Residential Funding Company, LLC
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05/30/12 K. Schubert	88.50	0.30	19	Telephone conference with G. Marty regarding review of documents for production
05/30/12 J. Langdon	732.00	1.20	19	Memoranda regarding representation of individuals and document issues
05/30/12 P. Carter	500.00	0.80	19	Review motion papers
05/30/12 P. Carter	437.50	0.70	19	Revise motion papers
05/30/12 R. Knudson	132.00	0.60	19	Coordinate processing and loading of Management report email data received from Kroll Ontrack into document management database to facilitate attorney review and production
05/30/12 R. Knudson	308.00	1.40	19	Communications with legal team and DTI vendor regarding technical issues reported by DTI of electronic document production processing
05/30/12 N. Bussiere	22.00	0.10	19	Review emails from DTI regarding status of document production
05/30/12 A. Jarboe	100.00	1.00	19	Prepare email files of management reports from DIT and Kroll Ontrack databases for production to the SEC
05/31/12 P. Volpe	352.50	1.50	19	Review and analyze documents for quality control purposes
05/31/12 P. Volpe	752.00	3.20	19	Review and analyze offering documents
05/31/12 R. Mallard	885.50	2.30	19	Legal research into shared services agreement issues

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05/31/12 D. Faith	408.00	1.60	19	Review documents for production
05/31/12 K. Schubert	295.00	1.00	19	Coordinate review and processing of documents for production
05/31/12 J. Langdon	610.00	1.00	19	Conferences with team regarding representation and strategy issues
05/31/12 J. Langdon	610.00	1.00	19	Conference with P. Carter regarding strategy
05/31/12 J. Langdon	244.00	0.40	19	Draft memoranda regarding document production
05/31/12 J. Langdon	854.00	1.40	19	Draft memoranda regarding representation of individuals and related matters
05/31/12 P. Carter	312.50	0.50	19	Review memorandum
05/31/12 P. Carter	62.50	0.10	19	Telephone conference with B. Smith regarding memorandum
05/31/12 R. Knudson	330.00	1.50	19	Prepare third level attorney review QC batches of documents to prepare for production
05/31/12 R. Knudson	968.00	4.40	19	QC document production set received from DTI
05/31/12 R. Knudson	220.00	1.00	19	Communications with vendor regarding technical problems with production
05/31/12 N. Bussiere	22.00	0.10	19	Review emails from J. Shipler of DTI and R. Knudson regarding DTI's issues with preparing document production

Total Hours 135.60

Subtotal for Legal Fees \$45,937.00

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Client-Matter No.: 355050-00364
Invoice No.: 1814814

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Less 10% Discount **-\$4,593.70**

Total for Legal Fees **\$41,343.30**

Disbursements and Service Charges

Overnight Delivery Charges **41.73**

Total for Disbursements and Service Charges **\$41.73**

Total This Invoice **\$41,385.03**

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
P. Volpe	Associate	28.80	235.00	6,768.00
J. Stilson	Associate	0.60	315.00	189.00
M. Weinbeck	Associate	0.80	235.00	188.00
M. Stinson	Associate	6.30	235.00	1,480.50
R. Mallard	Associate	4.40	385.00	1,694.00
D. Faith	Associate	6.20	255.00	1,581.00
K. Schubert	Associate	25.20	295.00	7,434.00
J. Langdon	Partner	14.20	610.00	8,662.00
P. Carter	Partner	18.10	625.00	11,312.50
R. Knudson	Paralegal	26.90	220.00	5,918.00
J. Kragness	Case Assistant	0.60	100.00	60.00
N. Bussiere	Paralegal	2.50	220.00	550.00
A. Jarboe	Misc Timekeeper	1.00	100.00	100.00
Total all Timekeepers		135.60		45,937.00

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814907

Client-Matter No.: 355050-00365
Investigation by the U.S. Department of Justice

For Legal Services Rendered Through July 31, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$1,894.00
Less 10% Discount	-\$189.40
Total For Current Legal Fees	\$1,704.60
Total For Current Invoice	\$1,704.60

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:
Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 09100022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814907

Client-Matter No: 355050-00365

Investigation by the U.S. Department of Justice

For Legal Services Rendered Through July 31, 2012

07/10/12	N. Bussiere	88.00	0.40	19	Prepare privilege log
07/10/12	N. Bussiere	308.00	1.40	19	Prepare redacted document log
07/11/12	N. Bussiere	176.00	0.80	19	Prepare privilege log
07/11/12	N. Bussiere	198.00	0.90	19	Prepare redacted document log
07/16/12	M. Edwards	40.00	0.40	19	Update index to file with all new client and work product materials for transition to Morrison & Foerster Law Firm
07/17/12	M. Edwards	50.00	0.50	19	Update index to file with all new client and work product materials for transition to Morrison & Foerster Law Firm
07/17/12	N. Bussiere	44.00	0.20	19	Update index to file with new materials in preparation for transition to Morrison & Foerster
07/17/12	N. Bussiere	132.00	0.60	19	Prepare privilege log

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Residential Funding Company, LLC
Client-Matter No.: 355050-00365
Invoice No.: 1814907

August 7, 2012
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07/19/12	M. Edwards	50.00	0.50	19	Update index to file with all new client and work product materials for transition to Morrison & Foerster Law Firm
07/19/12	N. Bussiere	352.00	1.60	19	Prepare materials for transfer to Morrison & Foerster
07/23/12	K. Schubert	118.00	0.40	19	Coordinate transition of tasks
07/23/12	M. Edwards	30.00	0.30	19	Update index to file with all new client and work product materials for transition to Morrison & Foerster Law Firm
07/23/12	N. Bussiere	66.00	0.30	19	Prepare copy of office file materials for transfer to Morrison & Foerster
07/23/12	N. Bussiere	132.00	0.60	19	Continue work on redacted log and privilege log
07/23/12	N. Bussiere	44.00	0.20	19	Prepare email report to K. Schubert regarding status of log work for transition to Morrison & Foerster
07/24/12	N. Bussiere	44.00	0.20	19	Prepare materials for transfer to Morrison & Foerster
07/24/12	N. Bussiere	22.00	0.10	19	Conference with K. Schubert regarding transfer of materials to Morrison & Foerster

Total Hours 9.40

Subtotal for Legal Fees \$1,894.00

Less 10% Discount -\$189.40

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Total for Legal Fees \$1,704.60

Total This Invoice \$1,704.60

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
K. Schubert	Associate	0.40	295.00	118.00
M. Edwards	Case Assistant	1.70	100.00	170.00
N. Bussiere	Paralegal	7.30	220.00	1,606.00
Total all Timekeepers		9.40		1,894.00

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STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814837

Client-Matter No.: 355050-00365
Investigation by the U.S. Department of Justice

For Legal Services Rendered Through June 30, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$3,050.00
Less 10% Discount	-\$305.00
Total For Current Legal Fees	\$2,745.00
Total For Current Invoice	\$2,745.00

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(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814837

Client-Matter No: 355050-00365

Investigation by the U.S. Department of Justice

For Legal Services Rendered Through June 30, 2012

06/01/12	J. Langdon	61.00	0.10	19	Draft memorandum regarding production issues
06/05/12	K. Schubert	236.00	0.80	19	Revise letter to J. Cordaro reflecting status of data productions
06/06/12	K. Schubert	206.50	0.70	19	Analyze status of data production
06/06/12	J. Langdon	122.00	0.20	19	Review and comment on letter accompanying GMACM data
06/06/12	J. Langdon	61.00	0.10	19	Draft memorandum regarding open issues
06/06/12	R. Knudson	66.00	0.30	19	Telephone conference with K. Schubert regarding Access database data produced to the DOJ
06/07/12	K. Schubert	118.00	0.40	19	Analyze status of data production
06/07/12	J. Langdon	61.00	0.10	19	Conference with K. Schubert regarding descriptions of extracted

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Residential Funding Company, LLC
Client-Matter No.: 355050-00365
Invoice No.: 1814837

August 7, 2012

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					data
06/07/12	J. Langdon	61.00	0.10	19	Conference with P. Carter regarding strategy
06/08/12	K. Schubert	147.50	0.50	19	Telephone conference with J. Battle, T. Underhill, M. Jewel, and C. Chatelain regarding analysis of data production
06/08/12	J. Langdon	61.00	0.10	19	Draft memoranda regarding particulars of previous productions
06/12/12	K. Schubert	206.50	0.70	19	Coordinate production of data and corresponding materials to DOJ
06/12/12	J. Langdon	61.00	0.10	19	Draft memorandum regarding production status
06/12/12	R. Knudson	88.00	0.40	19	Prepare copies of database mapping documents and provide to K. Schubert
06/12/12	R. Knudson	88.00	0.40	19	Transmit electronic document production to the DOJ
06/12/12	N. Bussiere	22.00	0.10	19	Prepare pdf mapping documents for production
06/13/12	N. Bussiere	22.00	0.10	19	Update production log with newly produced documents
06/19/12	R. Knudson	308.00	1.40	19	Analyze Management Report data received from Kroll OnTrack to verify receipt of all missing management report email data
06/20/12	K. Schubert	118.00	0.40	19	Coordinate review and processing of documents for production
06/20/12	R. Knudson	528.00	2.40	19	Perform document database searches to identify outstanding items for initial and corrected production

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Residential Funding Company, LLC
Client-Matter No.: 355050-00365
Invoice No.: 1814837

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06/20/12 M. Grant	80.00	0.20	19	Conference with K. Schubert regarding document production issues
06/20/12 N. Bussiere	22.00	0.10	19	Conference call with G. Marty and K. Schubert to discuss additional production of documents
06/21/12 K. Schubert	29.50	0.10	19	Coordinate processing of documents for production
06/21/12 N. Bussiere	22.00	0.10	19	Email to D. Cervoni at Mayer Brown requesting copies of K & L Gates productions to DOJ
06/25/12 N. Bussiere	132.00	0.60	19	Update production spreadsheet with details of our productions by K & L Gates to the DOJ
06/26/12 J. Langdon	122.00	0.20	19	Draft memoranda regarding document production issues
Total Hours		10.70		

Subtotal for Legal Fees \$3,050.00

Less 10% Discount -\$305.00

Total for Legal Fees \$2,745.00

Total This Invoice \$2,745.00

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
K. Schubert	Associate	3.60	295.00	1,062.00
J. Langdon	Partner	1.00	610.00	610.00

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Residential Funding Company, LLC
Client-Matter No.: 355050-00365
Invoice No.: 1814837

August 7, 2012
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Timekeeper	Class	Hours	Billed Rate	Amount
R. Knudson	Paralegal	4.90	220.00	1,078.00
M. Grant	Partner	0.20	400.00	80.00
N. Bussiere	Paralegal	1.00	220.00	220.00
Total all Timekeepers		10.70		3,050.00

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814813

Client-Matter No.: 355050-00365
Investigation by the U.S. Department of Justice

For Legal Services Rendered Through May 31, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$6,807.00
Less 10% Discount	-\$680.70
Total For Current Legal Fees	\$6,126.30
Total For Current Disbursements and Service Charges	\$14.25
Total For Current Invoice	\$6,140.55

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Mailing Instructions:
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P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814813

Client-Matter No: 355050-00365

Investigation by the U.S. Department of Justice

For Legal Services Rendered Through May 31, 2012

05/15/12	M. Weinbeck	23.50	0.10	19	Review and summarize prospectus supplements
05/15/12	J. Langdon	122.00	0.20	19	Draft memoranda regarding status of production
05/15/12	N. Bussiere	44.00	0.20	19	Update document production spreadsheet
05/15/12	N. Bussiere	176.00	0.80	19	Prepare redacted document privilege log
05/15/12	N. Bussiere	66.00	0.30	19	Prepare privilege log
05/15/12	N. Bussiere	44.00	0.20	19	Review emails regarding issues with DTI vendor
05/16/12	R. Knudson	286.00	1.30	19	Communications with N. Bussiere and DTI regarding export of privilege log coding from DTI database

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Residential Funding Company, LLC
Client-Matter No.: 355050-00365
Invoice No.: 1814813

August 7, 2012
Page 2

05/16/12	N. Bussiere	506.00	2.30	19	Prepare redacted document privilege log
05/17/12	J. Langdon	61.00	0.10	19	Draft memorandum regarding production of additional data
05/17/12	N. Bussiere	616.00	2.80	19	Prepare redacted document privilege log
05/18/12	K. Schubert	29.50	0.10	19	Correspondence with J. Battle regarding preparation of documents for production
05/18/12	J. Langdon	61.00	0.10	19	Draft memorandum regarding description of additional production
05/18/12	R. Knudson	264.00	1.20	19	Communications with DTI tech support regarding technical issues with privilege log report generation
05/18/12	N. Bussiere	1,012.00	4.60	19	Prepare redacted document privilege log
05/21/12	J. Langdon	61.00	0.10	19	Draft memorandum regarding status of production
05/21/12	N. Bussiere	352.00	1.60	19	Prepare redacted document privilege log
05/22/12	J. Langdon	61.00	0.10	19	Draft memorandum regarding status of production
05/22/12	R. Knudson	88.00	0.40	19	Conference with N. Bussiere regarding privilege log preparation
05/22/12	N. Bussiere	66.00	0.30	19	Work with R. Knudson on privilege log export from DTI, discussing edits for production
05/22/12	N. Bussiere	242.00	1.10	19	Prepare privilege log
05/22/12	N. Bussiere	264.00	1.20	19	Prepare redacted document log

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Residential Funding Company, LLC
Client-Matter No.: 355050-00365
Invoice No.: 1814813

August 7, 2012
Page 3

05/25/12 J. Langdon	122.00	0.20	19	Review production description and draft memorandum regarding same
05/28/12 J. Langdon	61.00	0.10	19	Draft memoranda regarding loan data production
05/29/12 K. Schubert	590.00	2.00	19	Analyze status of data production
05/29/12 K. Schubert	147.50	0.50	19	Revise letter to reflect status of data production
05/29/12 J. Langdon	61.00	0.10	19	Draft memorandum regarding data extraction project
05/30/12 K. Schubert	442.50	1.50	19	Review analysis of data production
05/30/12 K. Schubert	295.00	1.00	19	Revise letter to J. Cordaro reflecting data production status
05/30/12 J. Langdon	122.00	0.20	19	Draft memoranda regarding revisions to letter explaining data extraction and production
05/31/12 K. Schubert	147.50	0.50	19	Revise letter to J. Cordaro regarding data production status
05/31/12 J. Langdon	61.00	0.10	19	Draft memoranda regarding letter accompanying production of GMACM database
05/31/12 P. Carter	312.50	0.50	19	Review letter
Total Hours		25.80		

Subtotal for Legal Fees \$6,807.00

Less 10% Discount -\$680.70

Total for Legal Fees \$6,126.30

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Residential Funding Company, LLC
Client-Matter No.: 355050-00365
Invoice No.: 1814813

August 7, 2012
Page 4

Disbursements and Service Charges

Overnight Delivery Charges 14.25

Total for Disbursements and Service Charges \$14.25

Total This Invoice \$6,140.55

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
M. Weinbeck	Associate	0.10	235.00	23.50
K. Schubert	Associate	5.60	295.00	1,652.00
J. Langdon	Partner	1.30	610.00	793.00
P. Carter	Partner	0.50	625.00	312.50
R. Knudson	Paralegal	2.90	220.00	638.00
N. Bussiere	Paralegal	15.40	220.00	3,388.00
Total all Timekeepers		25.80		6,807.00

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814936

Client-Matter No.: 355050-00367
Investigation by U.S. SEC - Denver Division

For Legal Services Rendered Through July 31, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$502.00
Less 10% Discount	-\$50.20
Total For Current Legal Fees	\$451.80
Total For Current Invoice	\$451.80

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One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814936

Client-Matter No: 355050-00367

Investigation by U.S. SEC - Denver Division

For Legal Services Rendered Through July 31, 2012

07/11/12	J. Langdon	61.00	0.10	19	Telephone conference with Z. Carlyle regarding requests
07/11/12	J. Langdon	61.00	0.10	19	Memoranda to R. Fons regarding transition
07/12/12	J. Langdon	122.00	0.20	19	Memoranda from and to Z. Carlyle regarding status
07/16/12	M. Edwards	30.00	0.30	19	Update Index to file with all new client and work product materials for transition to Morrison & Foerster Law Firm
07/17/12	N. Bussiere	22.00	0.10	19	Update index to file with new materials in preparation for transition to Morrison & Foerster
07/19/12	N. Bussiere	66.00	0.30	19	Prepare materials for transfer to Morrison & Foerster
07/23/12	M. Edwards	30.00	0.30	19	Update index to file with all new client and work product materials

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Residential Funding Company, LLC
Client-Matter No.: 355050-00367
Invoice No.: 1814936

August 7, 2012
Page 2

					for transition to Morrison & Foerster Law Firm
07/23/12	N. Bussiere	44.00	0.20	19	Prepare copy of office file materials for transfer to Morrison & Foerster
07/24/12	N. Bussiere	44.00	0.20	19	Prepare materials for transfer to Morrison & Foerster
07/24/12	N. Bussiere	22.00	0.10	19	Conference with K. Schubert regarding transfer of materials to Morrison & Foerster
Total Hours			1.90		

Subtotal for Legal Fees \$502.00

Less 10% Discount -\$50.20

Total for Legal Fees \$451.80

Total This Invoice \$451.80

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
J. Langdon	Partner	0.40	610.00	244.00
M. Edwards	Case Assistant	0.60	100.00	60.00
N. Bussiere	Paralegal	0.90	220.00	198.00
Total all Timekeepers		1.90		502.00

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Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814913

Client-Matter No.: 355050-00367
Investigation by U.S. SEC - Denver Division

For Legal Services Rendered Through June 30, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$6,052.50
Less 10% Discount	-\$605.25
Total For Current Legal Fees	\$5,447.25
Total For Current Disbursements and Service Charges	\$30.12
Total For Current Invoice	\$5,477.37

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STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814913

Client-Matter No: 355050-00367

Investigation by U.S. SEC - Denver Division

For Legal Services Rendered Through June 30, 2012

06/01/12	J. Langdon	122.00	0.20	19	Memoranda to and from Z. Carlyle regarding status
06/02/12	J. Langdon	61.00	0.10	19	Memorandum to J. Ruckdaschel regarding status
06/04/12	B. Vander Pol	73.00	0.20	19	Exchange several emails with P. Zellmann regarding loan sale/transfer history
06/04/12	J. Langdon	61.00	0.10	19	Draft memorandum regarding note assignment issues
06/05/12	J. Langdon	61.00	0.10	19	Draft memoranda regarding loan note assignments
06/06/12	J. Langdon	183.00	0.30	19	Prepare for and telephone conference with Z. Carlyle regarding status
06/06/12	J. Langdon	61.00	0.10	19	Conference with B. Vander Pol regarding response

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Residential Funding Company, LLC
Client-Matter No.: 355050-00367
Invoice No.: 1814913

August 7, 2012
Page 2

06/07/12	B. Vander Pol	730.00	2.00	19	Review court dockets/filings for Nardello, Alejandro, and Trang Mai foreclosures
06/07/12	J. Langdon	61.00	0.10	19	Draft memoranda regarding analysis of chain of endorsements issues
06/11/12	J. Langdon	122.00	0.20	19	Draft memorandum regarding research and status
06/12/12	B. Vander Pol	109.50	0.30	19	Review additional documents and emails from P. Zellmann regarding purchase/transfer history of mortgage loans
06/12/12	B. Vander Pol	365.00	1.00	19	Begin compiling chronology of foreclosure on three outstanding mortgage loans
06/12/12	J. Langdon	122.00	0.20	19	Draft memoranda regarding loan level research
06/13/12	B. Vander Pol	1,095.00	3.00	19	Draft letter to Z. Carlyle regarding analysis of three remaining mortgage loans
06/13/12	B. Vander Pol	182.50	0.50	19	Research regarding enforcement of promissory notes under Florida law/UCC
06/13/12	B. Vander Pol	219.00	0.60	19	Review transaction documents and offering documents for references and disclosures regarding protection of certificateholders
06/13/12	B. Vander Pol	365.00	1.00	19	Revise letter to Z. Carlyle following conference with J. Langdon and T. Kelly
06/13/12	B. Vander Pol	73.00	0.20	19	Revise draft letter to Z. Carlyle accordingly

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Residential Funding Company, LLC
Client-Matter No.: 355050-00367
Invoice No.: 1814913

August 7, 2012
Page 3

06/13/12	T. Kelly	163.50	0.30	19	Review draft letter to Z. Carlyle
06/13/12	T. Kelly	54.50	0.10	19	Conference with B. Vander Pol, J. Langdon regarding Carlyle letter
06/13/12	J. Langdon	915.00	1.50	19	Revise letter to Z. Carlyle regarding remaining three loans at issue
06/13/12	J. Langdon	183.00	0.30	19	Conference with B. Vander Pol and T. Kelly regarding remaining three loans at issue
06/14/12	B. Vander Pol	182.50	0.50	19	Revise mortgage loan analysis spreadsheet to include information on three remaining loans
06/14/12	J. Langdon	122.00	0.20	19	Review and finalize letter to Z. Carlyle
06/15/12	J. Langdon	305.00	0.50	19	Telephone conferences with internal team and client regarding letter to Z. Carlyle
06/15/12	J. Langdon	61.00	0.10	19	Memorandum to Z. Carlyle regarding letter

Total Hours 13.70

Subtotal for Legal Fees \$6,052.50

Less 10% Discount -\$605.25

Total for Legal Fees \$5,447.25

Disbursements and Service Charges

Overnight Delivery Charges 30.12

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Residential Funding Company, LLC
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August 7, 2012
Page 4

Total for Disbursements and Service Charges \$30.12

Total This Invoice \$5,477.37

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
B. Vander Pol	Associate	9.30	365.00	3,394.50
T. Kelly	Partner	0.40	545.00	218.00
J. Langdon	Partner	4.00	610.00	2,440.00
Total all Timekeepers		13.70		6,052.50

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814832

Client-Matter No.: 355050-00367
Investigation by U.S. SEC - Denver Division

For Legal Services Rendered Through May 31, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$6,332.00
Less 10% Discount	-\$633.20
Total For Current Legal Fees	\$5,698.80
Total For Current Invoice	\$5,698.80

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One Meridian Crossings
Minneapolis, MN 55423

August 7, 2012
Invoice No. 1814832

Client-Matter No: 355050-00367

Investigation by U.S. SEC - Denver Division

For Legal Services Rendered Through May 31, 2012

05/14/12	B. Vander Pol	1,241.00	3.40	19	Additional review and investigation regarding status of mortgage loan files for three remaining loans
05/14/12	B. Vander Pol	36.50	0.10	19	Conference with T. Kelly regarding chain of title issues
05/14/12	B. Vander Pol	109.50	0.30	19	Send email to B. Smith regarding missing mortgage loan files and followup telephone conference regarding same
05/14/12	B. Vander Pol	73.00	0.20	19	Send email to P. Tedesco at Smith Hiatt regarding foreclosure files for three remaining mortgages
05/15/12	J. Langdon	61.00	0.10	19	Memoranda to and from B. Vander Pol regarding open issues

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Residential Funding Company, LLC
Client-Matter No.: 355050-00367
Invoice No.: 1814832

August 7, 2012
Page 2

05/16/12 B. Vander Pol	146.00	0.40	19	Review additional case law regarding noteholder standing to foreclose mortgage under Florida law
05/16/12 J. Langdon	61.00	0.10	19	Memoranda from and to Z. Carlyle regarding ongoing requests
05/17/12 J. Langdon	61.00	0.10	19	Memoranda to and from Z. Carlyle regarding status
05/18/12 J. Langdon	61.00	0.10	19	Telephone conference with Z. Carlyle regarding status and analysis
05/21/12 K. Jorgensen	247.50	0.50	19	Telephone conference with T. Kelly, P. Carter and E. Schnabel
05/21/12 T. Kelly	272.50	0.50	19	Conference with P. Carter, K. Jorgensen, and E. Schnabel regarding potential issues representing Ally and ResCap
05/22/12 K. Jorgensen	495.00	1.00	19	Conference with P. Carter, T. Kelly, J. Langdon, K. Constantine and B. MacKenzie regarding conflicts with Residential Funding Company, LLC bankruptcy filing
05/22/12 T. Kelly	381.50	0.70	19	Review shared services motion, order and description of legal services
05/22/12 T. Kelly	109.00	0.20	19	Prepare memorandum and chart for conflicts meeting
05/22/12 T. Kelly	490.50	0.90	19	Conferences with K. Jorgensen, J. Langdon, P. Carter, K. Constantine, and B. MacKenzie regarding conflict memorandum on joint representation of Ally and Res Cap

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August 7, 2012
Page 3

05/22/12	J. Langdon	122.00	0.20	19	Draft memorandum regarding status and defense strategy
05/23/12	B. Vander Pol	292.00	0.80	19	Review foreclosure litigation filings from L. Hebda at Smith Hiatt
05/23/12	B. Vander Pol	73.00	0.20	19	Email L. Hebda at Smith Hiatt regarding additional questions on foreclosure litigation filings
05/23/12	J. Langdon	61.00	0.10	19	Memoranda to and from B. Vander Pol regarding status
05/24/12	J. Langdon	61.00	0.10	19	Memoranda to and from Z. Carlyle regarding status
05/24/12	J. Langdon	244.00	0.40	19	Outline responses to open issues
05/25/12	J. Langdon	183.00	0.30	19	Telephone conference with Z. Carlyle regarding status and responses
05/25/12	J. Langdon	61.00	0.10	19	Memoranda to and from B. Vander Pol regarding status and responses
05/29/12	B. Vander Pol	146.00	0.40	19	Conference with T. Kelly and J. Langdon regarding missing links in chain of note endorsements
05/29/12	B. Vander Pol	109.50	0.30	19	Review emails from L. Hebda responding to questions on foreclosures
05/29/12	B. Vander Pol	109.50	0.30	19	Draft and send email to B. Smith regarding additional documentation needed to establish missing links in chain of note endorsements.
05/29/12	B. Vander Pol	36.50	0.10	19	Exchange emails with T. Kelly and J. Langdon regarding emails

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August 7, 2012
Page 4

					from L. Hebda
05/29/12	B. Vander Pol	146.00	0.40	19	Organize mortgage loan files with updated information
05/29/12	T. Kelly	163.50	0.30	19	Conference with J. Langdon and B. Vander Pol regarding loan title transfer issues
05/29/12	J. Langdon	183.00	0.30	19	Conference with B. Vander Pol and T. Kelly regarding analysis of notes and foreclosure proceedings
05/31/12	K. Jorgensen	495.00	1.00	19	Revise memorandum relating to conflicts and send to P. Carter

Total Hours 13.90

Subtotal for Legal Fees \$6,332.00

Less 10% Discount -\$633.20

Total for Legal Fees \$5,698.80

Total This Invoice \$5,698.80

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
K. Jorgensen	Partner	2.50	495.00	1,237.50
B. Vander Pol	Associate	6.90	365.00	2,518.50
T. Kelly	Partner	2.60	545.00	1,417.00
J. Langdon	Partner	1.90	610.00	1,159.00
Total all Timekeepers		13.90		6,332.00

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1912 | 2012

 **DORSEY**
DORSEY & WHITNEY LLP

THOMAS O. KELLY III
(612) 492-6029
FAX (612) 340-2868
kelly.tom@dorsey.com

September 12, 2012

VIA FEDERAL EXPRESS

Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104
Attn: Darren M. Nashelsky, Gary S. Lee and
Lorenzo Marinuzzi

Office of the United States Trustee
for the Southern District of New York
33 Whitehall Street, 21st Floor
New York, NY 10004
Attn: Tracy Hope Davis, Linda A. Riffkin,
and Brian S. Masumoto

Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036
Attn: Kenneth H. Eckstein and
Douglas H. Mannal

Kirkland & Ellis
601 Lexington Avenue
New York, NY 10022
Attn: Richard M. Cieri and Ray C. Schrock

Skadden, Arps, Slate, Meagher & Flom LLP
4 Times Square
New York, New York 10036
Attn: Kenneth S. Ziman and
Jonathan H. Hofer

Re: ***In re Residential Capital, LLC, et al.***
Case No. 12-12020

Dear Counsel:

Pursuant to the Court's July 17, 2012 *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the "Order"), enclosed please find Dorsey & Whitney LLP's monthly fee statements for the period August 1, 2012 through August 31 2012 (the "Statement"), which was served on the parties listed in paragraph (a) of the Order, on September 12, 2012.

In the absence of a timely objection, the Debtors shall pay \$50,113.69, consisting of the sum of (a) \$45,733.16, an amount equal to 80% of the fees (\$45,733.16 = \$57,166.45 x 0.80) and (b) 100% of the expenses (\$4,380.53) being requested in the Statement.



September 12, 2012
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Objections to the Statement are due by date that is the later of (1) 20 days after the date of service, or (2) the 40th day following the end of the month for which compensation is sought.

Sincerely,

A handwritten signature in cursive script, appearing to read "Thomas O. Kelly III".

Thomas O. Kelly III

Enclosures



MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap
Attn: Tammy Hamzehpour
1100 Virginia Drive
Fort Washington, PA 19034

September 12, 2012
Invoice No. 1821793

Client-Matter No.: 479140-00003
ResCap Treasury General

For Legal Services Rendered Through August 31, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$2,335.50
Less 10% Discount	-\$233.55
Total For Current Legal Fees	\$2,101.95
Total For Current Invoice	\$2,101.95

Summary of Account

*Prior Balance Due	\$18,723.42
Total Amount Due	\$20,825.37

*If payment has been submitted for prior balance due, please disregard.

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:
Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap
Attn: Tammy Hamzehpour
1100 Virginia Drive
Fort Washington, PA 19034

September 12, 2012
Invoice No. 1821793

Client-Matter No: 479140-00003

ResCap Treasury General

For Legal Services Rendered Through August 31, 2012

08/04/12	E. Hulsebos	132.50	0.50	11	Review emails for executed blocked account control agreements
08/04/12	E. Hulsebos	26.50	0.10	11	Email T. Kelly regarding executed blocked account control agreements
08/04/12	T. Kelly	163.50	0.30	18	Review creditors committee document request
08/04/12	T. Kelly	109.00	0.20	18	Emails regarding response to creditors committee document request
08/06/12	E. Hulsebos	477.00	1.80	11	Review emails for documents
08/06/12	E. Hulsebos	397.50	1.50	11	Telephone conference regarding documents
08/06/12	E. Hulsebos	53.00	0.20	11	Email S. Martin and J. Ruckdaschel regarding documents

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GMAC ResCap
Client-Matter No.: 479140-00003
Invoice No.: 1821793

September 12, 2012
Page 2

08/06/12	T. Kelly	109.00	0.20	26	Forward mortgage loan schedules
08/06/12	T. Kelly	54.50	0.10	25	Emails with E. Hulsebos regarding response to Creditors Committee request for documents
08/06/12	T. Kelly	163.50	0.30	25	Participate in telephone conference regarding response to Creditors Committee request for documents
08/06/12	T. Kelly	54.50	0.10	3	Locate additional documents and forward to S. Martin
08/09/12	E. Hulsebos	53.00	0.20	18	Telephone conference with S. Martin regarding document production
08/16/12	E. Hulsebos	106.00	0.40	18	Review documents and email blocked account control agreements to S. Martin
08/16/12	T. Kelly	272.50	0.50	22	Locate documents responsive to creditors committee
08/16/12	T. Kelly	163.50	0.30	22	Email to S Martin regarding documents responsive to creditors committee
Total Hours		6.70			

Subtotal for Legal Fees	\$2,335.50
Less 10% Discount	-\$233.55
Total for Legal Fees	\$2,101.95
Total This Invoice	\$2,101.95

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GMAC ResCap
Client-Matter No.: 479140-00003
Invoice No.: 1821793

September 12, 2012
Page 3

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
E. Hulsebos	Associate	4.70	265.00	1,245.50
T. Kelly	Partner	2.00	545.00	1,090.00
Total all Timekeepers		6.70		2,335.50

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GMAC ResCap
Client-Matter No.: 479140-00003
Invoice No.: 1821793

September 12, 2012

Statement of Account

Invoice Date	Invoice Number	Invoice Amount	Payments	Balance Due
08/09/12	1815664	\$10,845.93	\$0.00	\$10,845.93
08/09/12	1815665	\$6,292.19	\$0.00	\$6,292.19
08/09/12	1815675	\$1,585.30	\$0.00	\$1,585.30
Prior Balance Due				\$18,723.42

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap
Attn: Tammy Hamzehpour
1100 Virginia Drive
Fort Washington, PA 19034

September 12, 2012
Invoice No. 1821778

Client-Matter No.: 479140-00005
Business Lending Workout Matters

For Legal Services Rendered Through August 31, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$17,191.00
Less 10% Discount	-\$1,719.10
Total For Current Legal Fees	\$15,471.90
Total For Current Disbursements and Service Charges	\$1,857.86
Total For Current Invoice	\$17,329.76

Summary of Account

*Prior Balance Due	\$31,607.42
Total Amount Due	\$48,937.18

*If payment has been submitted for prior balance due, please disregard.

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(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

GMAC ResCap
Attn: Tammy Hamzehpour
1100 Virginia Drive
Fort Washington, PA 19034

September 12, 2012
Invoice No. 1821778

Client-Matter No: 479140-00005

Business Lending Workout Matters

For Legal Services Rendered Through August 31, 2012

08/02/12	L. McGlinn	158.00	0.40	1	(Nationwide) Draft letter to opposing counsel regarding outstanding discovery issues
08/02/12	J. Langdon	427.00	0.70	17	(Nationwide) Telephone conference with Nationwide trustee regarding document requests
08/02/12	J. Langdon	610.00	1.00	17	(Nationwide) Telephone conference with D. Horst, W. Thompson and L. Delehey regarding status and strategy
08/03/12	J. Langdon	61.00	0.10	17	(Nationwide) Memorandum to team regarding discovery issues
08/07/12	J. Langdon	305.00	0.50	17	(Nationwide) Draft memoranda regarding obtaining documents for Nationwide bankruptcy trustee

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Client-Matter No.: 479140-00005
Invoice No.: 1821778

September 12, 2012
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08/07/12	C. Miller	112.50	0.50	1	(Nationwide) Query document management database for responsive files
08/07/12	M. Stark	180.00	0.80	1	(Nationwide) Query database for Union Bank statements per J. Langdon request
08/08/12	J. Langdon	61.00	0.10	17	(Nationwide) Memorandum to L. McGlinn regarding outstanding discovery
08/08/12	P. Jennings	80.00	0.80	1	(Nationwide) Prepare 2 CDs of 52 bank statements for third part review
08/09/12	J. Langdon	732.00	1.20	17	(Nationwide) Draft responses to Hanover document requests
08/10/12	J. Langdon	183.00	0.30	17	(Nationwide) Draft responses to Hanover interrogatories
08/13/12	J. Langdon	305.00	0.50	17	(Nationwide) Telephone conferences with D. Horst regarding document production
08/13/12	J. Langdon	1,342.00	2.20	17	(Nationwide) Draft responses to Hanover discovery requests
08/14/12	J. Langdon	2,257.00	3.70	17	(Nationwide) Draft responses to Hanover interrogatories
08/14/12	J. Langdon	122.00	0.20	17	(Nationwide) Revise responses to Hanover document requests
08/14/12	J. Langdon	488.00	0.80	17	(Nationwide) Telephone conference with D. Horst and C. MacElree regarding document production
08/15/12	J. Langdon	122.00	0.20	17	(Nationwide) Draft memorandum regarding Hanover discovery

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GMAC ResCap
Client-Matter No.: 479140-00005
Invoice No.: 1821778

September 12, 2012
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08/15/12 J. Langdon	183.00	0.30	17	(Nationwide) Telephone conference with C. MacElree regarding Hanover discovery
08/15/12 J. Langdon	61.00	0.10	17	(Nationwide) Draft memorandum regarding California summary judgment
08/16/12 J. Langdon	732.00	1.20	17	(Nationwide) Revise Hanover discovery responses
08/17/12 J. Langdon	122.00	0.20	17	(Nationwide) Draft notes regarding Hanover discovery responses
08/20/12 J. Langdon	793.00	1.30	17	(Nationwide) Finalize Hanover discovery responses
08/20/12 J. Langdon	305.00	0.50	1	(Nationwide) Telephone conference with T. Denis and C. MacElree regarding location and production of relevant documents
08/21/12 J. Langdon	610.00	1.00	17	(Nationwide) Review client documents for potential production to opposing counsel
08/21/12 J. Langdon	61.00	0.10	1	(Nationwide) Draft memoranda to C. MacElree regarding document gathering
08/21/12 J. Langdon	244.00	0.40	17	(Nationwide) Draft memoranda regarding discovery issues
08/21/12 M. Stark	112.50	0.50	1	(Nationwide) Review documents collected by client per J. Langdon request
08/22/12 L. McGlinn	118.50	0.30	1	(Nationwide) Review responses to special interrogatories
08/22/12 L. McGlinn	79.00	0.20	1	(Nationwide) Prepare email to opposing counsel regarding

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GMAC ResCap
Client-Matter No.: 479140-00005
Invoice No.: 1821778

September 12, 2012
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				responses to special interrogatories
08/22/12	J. Langdon	244.00	0.40 17	(Nationwide) Draft memoranda regarding proof of claim support
08/23/12	J. Langdon	366.00	0.60 17	(Nationwide) Draft memoranda regarding information for Nationwide trustee
08/24/12	J. Langdon	427.00	0.70 17	(Nationwide) Analyze damage information to provide to trustee
08/27/12	L. McGlinn	79.00	0.20 17	(Nationwide) Review A. Cooper's dismissal demand letter
08/27/12	L. McGlinn	1,027.00	2.60 17	(Nationwide) Review documents produced in conjunction with request for production
08/27/12	L. McGlinn	158.00	0.40 17	(Nationwide) Communications with A. Cooper regarding documents produced in conjunction with request for production
08/27/12	J. Langdon	244.00	0.40 1	(Nationwide) Draft memorandum regarding authority to dismiss California and Pennsylvania actions
08/27/12	J. Langdon	183.00	0.30 17	(Nationwide) Draft memorandum regarding California demand to dismiss certain claims
08/27/12	J. Langdon	244.00	0.40 17	(Nationwide) Gather documents for production in Pennsylvania action
08/28/12	L. McGlinn	790.00	2.00 17	(Nationwide) Review documents produced in discovery
08/28/12	L. McGlinn	790.00	2.00 17	(Nationwide) Prepare detailed meet and confer letter detailing

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GMAC ResCap
Client-Matter No.: 479140-00005
Invoice No.: 1821778

September 12, 2012
Page 5

					deficiencies in discovery responses
08/28/12	L. McGlinn	118.50	0.30	17	(Nationwide) Research regarding assignability of conversion claim
08/28/12	L. McGlinn	158.00	0.40	17	(Nationwide) Research regarding recoverable damages on conversion claim when converted property returned
08/28/12	L. McGlinn	118.50	0.30	17	(Nationwide) Review and analyze Morrison Settlement Agreement
08/28/12	L. McGlinn	118.50	0.30	17	(Nationwide) Prepare memorandum regarding Morrison Settlement Agreement
08/28/12	J. Langdon	244.00	0.40	17	(Nationwide) Draft memorandum regarding litigation strategy
08/28/12	J. Langdon	183.00	0.30	1	(Nationwide) Telephone conferences with L. McGlinn regarding dismissal
08/29/12	J. Langdon	305.00	0.50	17	(Nationwide) Analyze conversion claim in California action
08/30/12	J. Langdon	183.00	0.30	17	(Nationwide) Draft memoranda regarding discovery issues
08/31/12	J. Langdon	244.00	0.40	17	(Nationwide) Draft memoranda regarding discovery issues in Hanover action
Total Hours		33.30			

Subtotal for Legal Fees **\$17,191.00**

Less 10% Discount **-\$1,719.10**

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GMAC ResCap
Client-Matter No.: 479140-00005
Invoice No.: 1821778

September 12, 2012
Page 6

Total for Legal Fees **\$15,471.90**

Disbursements and Service Charges

Filing Fee - ASAP Legal, LLC - Riverside/Indio Court 06/18/12	225.00
Filing Fee - ASAP Legal, LLC - Riverside/Indio Court 06/19/12	136.00
Copies of Legal Documents - Riverside Court Web - Copy of signed Stipulation and Order for Continuance of Trial Date and Related Deadlines 07/17/12	5.40
Travel Expense - Travel for J. Langdon to Philadelphia, PA to accompany client, C. MacAlree, to US Attorney's Office 07/19/12	1,491.46

Total for Disbursements and Service Charges **\$1,857.86**

Total This Invoice **\$17,329.76**

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
L. McGlinn	Other Attorney	9.40	395.00	3,713.00
J. Langdon	Partner	21.30	610.00	12,993.00
C. Miller	Paralegal	0.50	225.00	112.50
M. Stark	Paralegal	1.30	225.00	292.50
P. Jennings	Misc Timekeeper	0.80	100.00	80.00
Total all Timekeepers		33.30		17,191.00

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GMAC ResCap
Client-Matter No.: 479140-00005
Invoice No.: 1821778

September 12, 2012

Statement of Account

Invoice Date	Invoice Number	Invoice Amount	Payments	Balance Due
08/09/12	1816006	\$738.00	\$0.00	\$738.00
08/09/12	1816007	\$17,543.27	\$0.00	\$17,543.27
08/09/12	1816008	\$13,326.15	\$0.00	\$13,326.15
Prior Balance Due				\$31,607.42

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

September 12, 2012
Invoice No. 1821607

Client-Matter No.: 355050-00359
Allstate Insurance Company et al.

For Legal Services Rendered Through August 31, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$584.50
Less 10% Discount	-\$58.45
Total For Current Legal Fees	\$526.05
Total For Current Invoice	\$526.05

Summary of Account

*Prior Balance Due	\$8,633.30
Total Amount Due	\$9,159.35

*If payment has been submitted for prior balance due, please disregard.

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have a question regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:
Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

September 12, 2012
Invoice No. 1821607

Client-Matter No: 355050-00359

Allstate Insurance Company et al.
Client No.: 709980

For Legal Services Rendered Through August 31, 2012

08/03/12	J. Stilson	63.00	0.20	17	Communication to Mayer Brown regarding transition of file for defendant Residential Funding Securities
08/06/12	J. Stilson	94.50	0.30	17	Draft correspondence regarding transmission of file information to Mayer Brown and Fredrikson
08/09/12	J. Langdon	244.00	0.40	17	Draft memoranda regarding third-party subpoenas
08/10/12	J. Langdon	61.00	0.10	17	Draft memoranda regarding third-party subpoenas
08/15/12	J. Langdon	61.00	0.10	17	Draft memorandum regarding third-party subpoenas
08/16/12	J. Langdon	61.00	0.10	17	Draft memoranda regarding third-party subpoenas

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Residential Funding Company, LLC
Client-Matter No.: 355050-00359
Invoice No.: 1821607

September 12, 2012
Page 2

Total Hours **1.20**

Subtotal for Legal Fees **\$584.50**

Less 10% Discount **-\$58.45**

Total for Legal Fees **\$526.05**

Total This Invoice **\$526.05**

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
J. Stilson	Associate	0.50	315.00	157.50
J. Langdon	Partner	0.70	610.00	427.00
Total all Timekeepers		1.20		584.50

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Residential Funding Company, LLC
Client-Matter No.: 355050-00359
Invoice No.: 1821607

September 12, 2012

Statement of Account

Invoice Date	Invoice Number	Invoice Amount	Payments	Balance Due
08/07/12	1814820	\$3,634.20	\$0.00	\$3,634.20
08/07/12	1814834	\$2,420.15	\$0.00	\$2,420.15
08/07/12	1814910	\$2,578.95	\$0.00	\$2,578.95
Prior Balance Due				\$8,633.30

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

September 12, 2012
Invoice No. 1821608

Client-Matter No.: 355050-00360
Huntington Bancshares Inc.

For Legal Services Rendered Through August 31, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$488.00
Less 10% Discount	-\$48.80
Total For Current Legal Fees	\$439.20
Total For Current Invoice	\$439.20

Summary of Account

*Prior Balance Due	\$6,698.80
Total Amount Due	\$7,138.00

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Please make reference to the invoice number

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ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

September 12, 2012
Invoice No. 1821608

Client-Matter No: 355050-00360

Huntington Bancshares Inc.
Client No.: 719440

For Legal Services Rendered Through August 31, 2012

08/01/12	J. Langdon	305.00	0.50	17	Telephone conferences with individual defendants regarding status and strategy
08/14/12	J. Langdon	61.00	0.10	17	Review correspondence to court regarding impact of stay
08/15/12	J. Langdon	61.00	0.10	17	Draft memorandum regarding upcoming hearing on motion to dismiss
08/24/12	J. Langdon	61.00	0.10	17	Draft memoranda regarding indemnification
Total Hours			0.80		

Subtotal for Legal Fees **\$488.00**

Less 10% Discount **-\$48.80**

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Residential Funding Company, LLC
Client-Matter No.: 355050-00360
Invoice No.: 1821608

September 12, 2012
Page 2

Total for Legal Fees \$439.20

Total This Invoice \$439.20

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
J. Langdon	Partner	0.80	610.00	488.00
Total all Timekeepers		0.80		488.00

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Residential Funding Company, LLC
Client-Matter No.: 355050-00360
Invoice No.: 1821608

September 12, 2012

Statement of Account

Invoice Date	Invoice Number	Invoice Amount	Payments	Balance Due
08/07/12	1814953	\$1,905.35	\$0.00	\$1,905.35
08/07/12	1814956	\$4,244.45	\$0.00	\$4,244.45
08/07/12	1814957	\$549.00	\$0.00	\$549.00
Prior Balance Due				\$6,698.80

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

September 12, 2012
Invoice No. 1821609

Client-Matter No.: 355050-00361
1941Stichting Pensioenfonds ABP

For Legal Services Rendered Through August 31, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$948.50
Less 10% Discount	-\$94.85
Total For Current Legal Fees	\$853.65
Total For Current Disbursements and Service Charges	\$18.00
Total For Current Invoice	\$871.65

Summary of Account

*Prior Balance Due	\$27,275.13
Total Amount Due	\$28,146.78

*If payment has been submitted for prior balance due, please disregard.

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Mailing Instructions:
Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

September 12, 2012
Invoice No. 1821609

Client-Matter No: 355050-00361

1941Stichting Pensioenfonds ABP
Client No.: 719458

For Legal Services Rendered Through August 31, 2012

08/01/12	J. Langdon	305.00	0.50	17	Telephone conference with L. Lundsden and D. Wold regarding status and strategy
08/07/12	J. Langdon	61.00	0.10	17	Memorandum to T. Devine regarding D&O insurance issues
08/10/12	J. Langdon	61.00	0.10	17	Draft memoranda regarding stay and scheduling
08/14/12	J. Langdon	61.00	0.10	17	Review correspondence to court regarding impact of stay
08/20/12	J. Stilson	94.50	0.30	17	Respond to inquiry of D. Beck at Carpenter Lipps regarding motion to dismiss filings
08/20/12	J. Langdon	61.00	0.10	17	Draft memoranda regarding upcoming hearing on motion to dismiss

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Residential Funding Company, LLC
Client-Matter No.: 355050-00361
Invoice No.: 1821609

September 12, 2012
Page 2

08/24/12	J. Langdon	61.00	0.10	17	Draft memoranda regarding indemnification
08/27/12	J. Langdon	61.00	0.10	17	Review recent pleadings
08/29/12	J. Langdon	122.00	0.20	17	Draft memorandum regarding impact of bankruptcy proceedings on individual defendants
08/31/12	J. Langdon	61.00	0.10	17	Review recent court filings
Total Hours			1.70		

Subtotal for Legal Fees **\$948.50**

Less 10% Discount **-\$94.85**

Total for Legal Fees **\$853.65**

Disbursements and Service Charges

Metro Legal Services, Inc. - Delivery to Judge Montgomery 07/31/12 18.00

Total for Disbursements and Service Charges **\$18.00**

Total This Invoice **\$871.65**

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
J. Stilson	Associate	0.30	315.00	94.50
J. Langdon	Partner	1.40	610.00	854.00
Total all Timekeepers		1.70		948.50

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Residential Funding Company, LLC
Client-Matter No.: 355050-00361
Invoice No.: 1821609

September 12, 2012

Statement of Account

Invoice Date	Invoice Number	Invoice Amount	Payments	Balance Due
08/07/12	1814822	\$2,959.70	\$0.00	\$2,959.70
08/07/12	1814833	\$7,637.81	\$0.00	\$7,637.81
08/07/12	1814912	\$16,677.62	\$0.00	\$16,677.62
Prior Balance Due				\$27,275.13

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

September 12, 2012
Invoice No. 1821606

Client-Matter No.: 355050-00362
Secondment of Associate

For Legal Services Rendered Through August 31, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$52,325.00
Less Write Off per Fixed Fee Agreement	-\$22,825.00
Total For Current Legal Fees	\$29,500.00
Total For Current Disbursements and Service Charges	\$2,491.44
Total For Current Invoice	\$31,991.44

Summary of Account

*Prior Balance Due	\$76,129.03
Total Amount Due	\$108,120.47

*If payment has been submitted for prior balance due, please disregard.

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Minneapolis, MN 55402

ABA Routing Number: 09100022
Account Number: 1602-3010-8500
Swift Code: USBKUS44INT

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

September 12, 2012
Invoice No. 1821606

Client-Matter No: 355050-00362

Secondment of Associate

For Legal Services Rendered Through August 31, 2012

08/01/12	B. Smith	2,275.00	7.00	17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
08/02/12	B. Smith	2,275.00	7.00	17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
08/03/12	B. Smith	2,275.00	7.00	17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
08/06/12	B. Smith	2,275.00	7.00	17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
08/07/12	B. Smith	2,275.00	7.00	17	Manage litigation and government

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Residential Funding Company, LLC
Client-Matter No.: 355050-00362
Invoice No.: 1821606

September 12, 2012
Page 2

					investigations and advise client on various regulatory/compliance issues
08/08/12	B. Smith	2,275.00	7.00	17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
08/09/12	B. Smith	2,275.00	7.00	17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
08/10/12	B. Smith	2,275.00	7.00	17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
08/13/12	B. Smith	2,275.00	7.00	17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
08/14/12	B. Smith	2,275.00	7.00	17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
08/15/12	B. Smith	2,275.00	7.00	17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
08/16/12	B. Smith	2,275.00	7.00	17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
08/17/12	B. Smith	2,275.00	7.00	17	Manage litigation and government investigations and advise client on various regulatory/compliance issues

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Residential Funding Company, LLC
Client-Matter No.: 355050-00362
Invoice No.: 1821606

September 12, 2012
Page 3

				issues
08/20/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
08/21/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
08/22/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
08/23/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
08/24/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
08/27/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
08/28/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
08/29/12	B. Smith	2,275.00	7.00 17	Manage litigation and government investigations and advise client on various regulatory/compliance issues

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Residential Funding Company, LLC
Client-Matter No.: 355050-00362
Invoice No.: 1821606

September 12, 2012
Page 4

08/30/12 B. Smith	2,275.00	7.00	17	Manage litigation and government investigations and advise client on various regulatory/compliance issues
08/31/12 B. Smith	2,275.00	7.00	17	Manage litigation and government investigations and advise client on various regulatory/compliance issues

Total Hours 161.00

Subtotal for Legal Fees \$52,325.00

Less Write Off per Fixed Fee Agreement -\$22,825.00

Total for Legal Fees \$29,500.00

Disbursements and Service Charges

Travel Expense - Travel for B. Smith to New York, NY to attend meeting for Residential Capital, LLC 07/16-19/12	2,491.44
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Total for Disbursements and Service Charges \$2,491.44

Total This Invoice \$31,991.44

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
B. Smith	Associate	161.00	325.00	52,325.00
Total all Timekeepers		161.00		52,325.00

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Residential Funding Company, LLC
Client-Matter No.: 355050-00362
Invoice No.: 1821606

September 12, 2012

Statement of Account

Invoice Date	Invoice Number	Invoice Amount	Payments	Balance Due
08/07/12	1815086	\$17,129.03	\$0.00	\$17,129.03
08/07/12	1815087	\$29,500.00	\$0.00	\$29,500.00
08/07/12	1815088	\$29,500.00	\$0.00	\$29,500.00
Prior Balance Due				\$76,129.03

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

September 12, 2012
Invoice No. 1821610

Client-Matter No.: 355050-00364
Investigation by US SEC-Los Angeles Division

For Legal Services Rendered Through August 31, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$3,001.50
Less 10% Discount	-\$300.15
Total For Current Legal Fees	\$2,701.35
Total For Current Invoice	\$2,701.35

Summary of Account

*Prior Balance Due	\$154,238.58
Total Amount Due	\$156,939.93

*If payment has been submitted for prior balance due, please disregard.

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U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

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612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

September 12, 2012
Invoice No. 1821610

Client-Matter No: 355050-00364

Investigation by US SEC-Los Angeles Division
Client No.: 712734

For Legal Services Rendered Through August 31, 2012

08/01/12	J. Langdon	61.00	0.10	19	Telephone conference with Mayer Brown regarding Ally Securities response to subpoena
08/02/12	K. Schubert	29.50	0.10	19	Correspondence with N. Serfoss regarding transition
08/02/12	K. Schubert	29.50	0.10	19	Correspondence with R. Knudson regarding transition
08/02/12	K. Schubert	29.50	0.10	19	Correspondence with N. Bussiere regarding transition
08/03/12	K. Schubert	59.00	0.20	19	Coordinate collection of materials for transition
08/03/12	R. Knudson	286.00	1.30	19	Finalize hard drive with electronic document productions
08/03/12	R. Knudson	22.00	0.10	19	Transmit hard drive with electronic document productions

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Residential Funding Company, LLC
Client-Matter No.: 355050-00364
Invoice No.: 1821610

September 12, 2012

Page 2

				to Morrison & Foerster	
08/06/12	K. Schubert	177.00	0.60	19	Coordinate transition of materials
08/07/12	K. Schubert	147.50	0.50	19	Coordinate transition of materials
08/07/12	R. Knudson	330.00	1.50	19	Transmit documents requiring review and production from Ringtail database to Morrison & Foerster
08/07/12	N. Bussiere	66.00	0.30	19	Prepare ResCap deal review for transmittal to Morrison & Foerster
08/08/12	K. Schubert	442.50	1.50	19	Coordinate transition of materials
08/08/12	R. Knudson	242.00	1.10	19	Confirm transmittal of all documents requiring review and production within Ringtail document management database to Morrison & Foerster
08/08/12	N. Bussiere	198.00	0.90	19	Search database for past production of six documents
08/09/12	K. Schubert	295.00	1.00	19	Coordinate transition of materials
08/09/12	R. Knudson	66.00	0.30	19	Telephone conference with Morrison & Foerster regarding production data
08/13/12	R. Knudson	220.00	1.00	19	Prepare cross reference report of re-production bates numbers of management report documents
08/15/12	K. Schubert	59.00	0.20	19	Correspondence with N. Serfoss regarding production of family documents
08/15/12	K. Schubert	59.00	0.20	19	Correspondence with G. Marty regarding production of family documents
08/15/12	J. Langdon	61.00	0.10	19	Telephone conferences with

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Residential Funding Company, LLC
Client-Matter No.: 355050-00364
Invoice No.: 1821610

September 12, 2012
Page 3

				Mayer Brown attorneys regarding requests
08/16/12	J. Langdon	122.00	0.20	19 Telephone conference with Mayer Brown attorneys regarding questions regarding Ally Securities
Total Hours		11.40		

Subtotal for Legal Fees	\$3,001.50
Less 10% Discount	-\$300.15
Total for Legal Fees	\$2,701.35
Total This Invoice	\$2,701.35

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
K. Schubert	Associate	4.50	295.00	1,327.50
J. Langdon	Partner	0.40	610.00	244.00
R. Knudson	Paralegal	5.30	220.00	1,166.00
N. Bussiere	Paralegal	1.20	220.00	264.00
Total all Timekeepers		11.40		3,001.50

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Residential Funding Company, LLC
Client-Matter No.: 355050-00364
Invoice No.: 1821610

September 12, 2012

Statement of Account

Invoice Date	Invoice Number	Invoice Amount	Payments	Balance Due
08/07/12	1814814	\$41,385.03	\$0.00	\$41,385.03
08/07/12	1814835	\$68,081.26	\$0.00	\$68,081.26
08/07/12	1814908	\$44,772.29	\$0.00	\$44,772.29
Prior Balance Due				\$154,238.58

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MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

September 12, 2012
Invoice No. 1821611

Client-Matter No.: 355050-00366
Union Central Insurance Investor Litigation

For Disbursements and Services Charges Rendered Through August 31, 2012

INVOICE TOTAL

Total For Current Disbursements and Service Charges	\$13.23
Total For Current Invoice	\$13.23

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(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

September 12, 2012
Invoice No. 1821611

Client-Matter No: 355050-00366

Union Central Insurance Investor Litigation

For Disbursements and Service Charges Rendered Through August 31, 2012

	Total for Legal Fees	\$0.00
Disbursements and Service Charges		
Professional Service - ALM Media, Inc. - Electronic Monitoring of Court Docket for period ending 06/30/12		13.23
Total for Disbursements and Service Charges		\$13.23
Total This Invoice		\$13.23

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612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

September 12, 2012
Invoice No. 1821844

Client-Matter No.: 355050-00368
John Hancock Life Insurance Company, et al

For Legal Services Rendered Through August 31, 2012

INVOICE TOTAL

Subtotal for Current Legal Fees	\$6,191.50
Less 10% Discount	-\$619.15
Total For Current Legal Fees	\$5,572.35
Total For Current Invoice	\$5,572.35

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Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

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ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Residential Funding Company, LLC
One Meridian Crossings
Minneapolis, MN 55423

September 12, 2012
Invoice No. 1821844

Client-Matter No: 355050-00368

John Hancock Life Insurance Company, et al

For Legal Services Rendered Through August 31, 2012

07/27/12	A. Brantingham	94.00	0.40	17	Review complaint
07/27/12	A. Brantingham	23.50	0.10	17	Email J. Langdon regarding complaint
07/27/12	J. Langdon	122.00	0.20	17	Memorandum to W. Thompson regarding service of complaint
07/27/12	J. Langdon	122.00	0.20	17	Joint memorandum to individual defendants regarding service of complaint
07/27/12	J. Langdon	61.00	0.10	17	Memorandum to A. Brantingham regarding service of complaint
07/27/12	J. Langdon	61.00	0.10	17	Review memorandum from A. Brantingham regarding service of complaint
07/29/12	J. Langdon	915.00	1.50	17	Review complaint
07/30/12	A. Brantingham	70.50	0.30	17	Run conflicts check

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07/30/12	A. Brantingham	23.50	0.10	17	Email clients regarding conflict check
07/30/12	J. Langdon	244.00	0.40	17	Memorandum to individual defendants jointly regarding representation
07/30/12	J. Langdon	244.00	0.40	17	Review memoranda from individual defendants regarding representation
07/31/12	J. Langdon	183.00	0.30	17	Memorandum to individual defendant D. Wold regarding status
08/03/12	J. Langdon	122.00	0.20	17	Telephone conference with W. Thompson regarding background of case and defense strategy
08/03/12	J. Langdon	61.00	0.10	17	Telephone conference with L. Delehy regarding background of case and defense strategy
08/03/12	J. Langdon	183.00	0.30	17	Joint memorandum to individual defendants regarding background of case and defense strategy
08/06/12	J. Langdon	61.00	0.10	17	Memorandum to L. Lundsten regarding status
08/07/12	A. Brantingham	47.00	0.20	17	Telephone conference with opposing counsel regarding extension of time to respond to complaint
08/07/12	J. Langdon	61.00	0.10	17	Memoranda to J. Haims regarding stay issues
08/07/12	J. Langdon	61.00	0.10	17	Memorandum to L. Marinuzzi regarding retention issues
08/07/12	J. Langdon	244.00	0.40	17	Draft memorandum regarding potential motion to dismiss

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08/08/12	A. Brantingham	70.50	0.30	17	Review stipulation regarding extension of stay
08/08/12	A. Brantingham	23.50	0.10	17	Email J. Langdon regarding stipulation
08/08/12	J. Langdon	122.00	0.20	17	Memorandum to co-counsel regarding extension of stay to individual defendants
08/09/12	A. Brantingham	188.00	0.80	17	Review stipulation in bankruptcy action
08/09/12	A. Brantingham	70.50	0.30	17	Telephone conference with plaintiff's counsel regarding extending briefing schedule
08/09/12	A. Brantingham	70.50	0.30	17	Telephone conference with Judge Nelson's courtroom deputy regarding extending briefing schedule
08/09/12	A. Brantingham	141.00	0.60	17	Draft stipulation to extend response to complaint and briefing schedule
08/09/12	J. Langdon	122.00	0.20	17	Memorandum to A. Brantingham regarding scheduling stipulation
08/09/12	J. Langdon	61.00	0.10	17	Review memorandum from A. Brantingham regarding scheduling stipulation
08/09/12	J. Langdon	122.00	0.20	17	Telephone conference with A. Brantingham regarding scheduling stipulation
08/10/12	J. Langdon	61.00	0.10	17	Draft memorandum regarding scheduling and stay
08/13/12	J. Langdon	366.00	0.60	17	Review allegations regarding individual defendants

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08/14/12	A. Brantingham	188.00	0.80	17	Draft stipulation and proposed order granting extension to respond to complaint
08/14/12	A. Brantingham	23.50	0.10	17	Send stipulation and proposed order to opposing counsel
08/14/12	J. Langdon	183.00	0.30	17	Draft memorandum regarding briefing schedule for motion to dismiss
08/15/12	J. Langdon	61.00	0.10	17	Review memorandum from counsel for co-defendants regarding stipulation to extend response date
08/16/12	A. Brantingham	23.50	0.10	17	Review order transferring case to Judge Montgomery; email with opposing counsel regarding stipulated briefing schedule
08/16/12	J. Langdon	122.00	0.20	17	Memoranda to plaintiffs' counsel regarding extension negotiations
08/17/12	A. Brantingham	70.50	0.30	17	Email with opposing counsel regarding stipulation to extend time to respond to complaint
08/17/12	A. Brantingham	188.00	0.80	17	Revise and file stipulation
08/17/12	J. Langdon	122.00	0.20	17	Memorandum to team regarding schedule
08/20/12	A. Brantingham	47.00	0.20	17	Review proposed stipulation from underwriters' counsel and email counsel regarding same
08/20/12	J. Langdon	61.00	0.10	17	Review memoranda from plaintiffs' counsel regarding scheduling orders
08/21/12	J. Langdon	122.00	0.20	17	Review pleadings

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08/22/12	A. Brantingham	23.50	0.10	17	Email underwriters' counsel regarding draft stipulation
08/22/12	A. Brantingham	47.00	0.20	17	Review draft stipulation from underwriters' counsel regarding briefing schedule
08/22/12	J. Langdon	122.00	0.20	17	Draft notes regarding motion to dismiss issues
08/23/12	J. Langdon	61.00	0.10	17	Draft memorandum regarding briefing schedule
08/24/12	J. Langdon	122.00	0.20	17	Draft notes regarding motion to dismiss
08/27/12	J. Langdon	61.00	0.10	17	Review court filings
08/29/12	J. Langdon	61.00	0.10	17	Review order regarding scheduling
08/31/12	J. Langdon	61.00	0.10	17	Review recent court filings
Total Hours			13.90		

Subtotal for Legal Fees **\$6,191.50**

Less 10% Discount **-\$619.15**

Total for Legal Fees **\$5,572.35**

Total This Invoice **\$5,572.35**

Timekeeper Summary

Timekeeper	Class	Hours	Billed Rate	Amount
A. Brantingham	Associate	6.10	235.00	1,433.50
J. Langdon	Partner	7.80	610.00	4,758.00

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Timekeeper	Class	Hours	Billed Rate	Amount
Total all Timekeepers		13.90		6,191.50

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